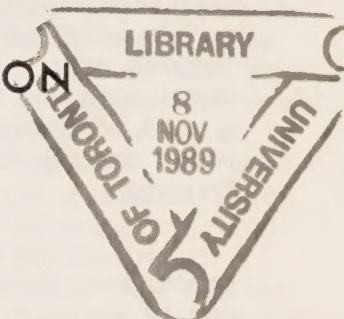




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CA20N
SC
-W2710 Wellesley Street East
Toronto, Ontario
M7A 2H7**ONTARIO SECURITIES COMMISSION****WEEKLY SUMMARY****WEEK ENDING 12TH OCTOBER, 1979**

To the Subscribers to the Weekly Summary:

The new statutes adopted by the Legislative Assembly in June, 1978 have become effective. The Commodity Futures Act, 1978 became law on September 1, and The Securities Act, 1978 together with corollary amendments to The Business Corporations Act became law on September 15. We who were directly involved with the revision and implementation of these Acts owe a debt to the many persons in the private sector who took an active and responsible interest in the legislation. I do not feel that what has emerged is perfect, but I do feel that it is of high quality and that this is largely due to comments received from the private sector. I hope this cooperation will continue.

The seminars conducted by this Commission on the regulations under The Securities Act, 1978 were greeted by a level of interest in excess of expectations. Held on three separate occasions and attracting some 450 registrants, I feel that the day-long programme has contributed significantly to understanding of the new legislation. While the Law Society of Upper Canada has conducted no programme on the topic, the slack has been taken up by a number of commercially-organized programmes that have also contributed substantially to awareness of the legislation. The organizers of a number of these have asked me to make a few remarks, and I have been consistently impressed by what I have seen of the programmes. More are planned, including at least one in each of Alberta and British Columbia.

Two of the papers delivered during our seminars were published in the Weekly Summary on September 28. We hope in the near future either to publish additional papers, or to announce their availability on request. We have also adopted other techniques to spread the word of the new legislation. I wrote a letter dated July 30 to over 2,000 issuers that our records indicate to be reporting issuers as defined in the Act. This letter pointed out a number of areas where planning is needed from a compliance standpoint. To assist further in that planning, I made some remarks at a seminar on the new Act, when I commented on "Steps to be Taken by Reporting Issuers to Comply with The Securities Act, 1978". Copies are available from the Secretary of the Commission. Also available are copies of remarks that I made on another occasion summarizing salient developments under The Commodity Futures Act, 1978.

The principal purpose of this letter is to report on the recent meeting of Canadian Securities Administrators, but I should also briefly review some other current developments. We are pleased to welcome Mr. Robert Cockburn as a member of the Commission. His prospective appointment was announced in the Weekly Summary on January 12, 1979 and he has been working closely with us since then, so we have already come to rely on his balanced judgment and particularly on his expertise in the commodity futures area. Mr. Michael Krugel has recently become Secretary of the Commission and we wish him success in this position. I should like to add a word of thanks and congratulations to Miss Diane Dowling, who has made a major contribution as Acting Secretary since the retirement of Mr. Geoffrey Thornton.

Prospectus procedures continue to adapt to changing times and practices. A recent innovation was the acceptance of a prospectus for an equity issue that was not priced until the day after the final receipt was issued. The pricing followed a formula agreed upon by the underwriters and issuer and accepted by the Director. Such an arrangement goes a long way to meet technical problems on the pricing of a new issue of securities in which a trading market already exists. The Investment Funds Institute of Canada has developed a detailed proposal for major revisions in the procedures for filing of mutual fund prospectuses. To provide greater flexibility for adaptation in the future, we have requested the Honourable Frank Drea, Minister of Consumer and Commercial Relations, to consider inclusion of provisions allowing the adoption of regulations to permit short form prospectuses and summary prospectuses, in a bill to be introduced later this fall to amend The Securities Act.

That bill, which is expected to consolidate the changes already introduced (see Weekly Summary for June 15, 1979), the changes published for comment subsequently (see Weekly Summary for August 10, 1979) and the provisions allowing short form and summary prospectuses, will cure most of the deficiencies detected in the legislation since its adoption. We are proceeding with a draft revision to the regulations with the same objective, which we hope to publish for comment in a few weeks. Developments as to national and uniform act policy statements are discussed below. Work continues on the revision of Ontario Act policy statements that is necessary to integrate them with the new Act, and on guidelines and forms of order respecting the exercise by the Commission of its discretion to grant various exemptions under the Act.

MEETING OF CANADIAN SECURITIES ADMINISTRATORS

The Canadian securities administrators held their semi-annual meeting in Winnipeg on October 2-4. Representatives of the securities administrators in all provinces and territories except Newfoundland, Nova Scotia and Prince Edward Island were present. This was probably the last such meeting I will attend on behalf of the Ontario Securities Commission, and I will miss these occasions. I have found it a pleasure to work with the other administrators and have enjoyed the discussion of areas of mutual interest.

Inter-Provincial Cooperation

The most important of the items discussed, in my view, was the extension of arrangements for cooperation and consultation among the administrators. These have long been good, but a quantum leap is required if the new Act is to be uniformly implemented on a workable basis. For example, an issuer that is a reporting issuer under the laws of more than one jurisdiction with legislation equivalent to 74(3) of the new Act would understandably be extremely reluctant to file a confidential material change report with several administrators. Some issuers feel that even one is too many. Also, an offeror proposing to acquire a control block at a premium in a transaction that should qualify for an exemption from the follow-up offer requirement may be dissuaded from proceeding if separate applications must be made to several jurisdictions that are not coordinating closely among themselves. These are far from the only examples of serious difficulties that might arise if the new Act is adopted in other provinces and territories without concurrent development of more effective mechanisms for inter-jurisdictional cooperation.

The other administrators share these concerns and agree that they require immediate study so that solutions can be agreed upon before other jurisdictions adopt the new Act. The Chairmen of the Alberta Securities Commission and of the Commission des valeurs mobilières du Québec and I were designated as a committee to develop a detailed proposal. I hope our efforts will be successful; if they are not, the efficient operation of the new Act will be seriously impaired.

Revision of Policies; Procedures on National Filings

Ontario's representatives pointed out that the application within Ontario of a number of the national and uniform act policy statements will be affected by Ontario's new Act and the regulations under it. The administrators agreed to add prefatory notes to the policies principally affected. These notes will be published in the near future, probably in the Weekly Summary for November 2.

The administrators also discussed the impact of Ontario's new rules on the filing of prospectuses for national issues of securities. Ontario's newly-adopted prospectus forms expand the requirements of the predecessor forms in a number of areas, including some new questions and some expansions of other questions. No province or territory will object to the inclusion in prospectuses of the additional information required by the Ontario forms.

As to areas of disclosure where the new Ontario forms require less information than their predecessors, no province or territory will require inclusion of the residential addresses of directors and officers, information that may be omitted under the new Ontario forms. This was on the understanding that the municipality of residence will be indicated, a requirement with which the OSC concurs. Item 32 in Ontario's Form 13,

dealing with the interest of management and others in material transactions, used \$50,000 as the test for materiality, by contrast with \$10,000 in the predecessor form and in the forms in other jurisdictions. Two reservations were expressed as to use of the \$50,000 test in prospectuses filed elsewhere than Ontario. First, the suggestion was made that some issuers may wish, for their own protection, to state in the prospectus what test has been used. Second, for some smaller issuers the \$10,000 test may be more realistic. Subject to these reservations, the provinces and territories are all prepared to accept prospectuses, also being filed in Ontario, that make use of the \$50,000 test.

There was also a discussion of supporting documentation. The Ontario representatives reviewed Section 21 of the new regulations, which revises the prior Ontario rules as to the content of the auditor's consent letter filed with the final prospectus. Also, they pointed out that the new regulations contain no requirement for a comfort letter filed with the final prospectus, but that it is not intended to abandon this requirement (section 52 deals with the "cold comfort" letter filed with the preliminary prospectus). Discussions are in progress with representatives of the accounting profession as to the content of the comfort letters filed with the final prospectus and as to whether the requirement for them should be included in the regulations. Representatives of the other jurisdictions indicated that they would review their requirements in light of the changes made by Ontario, and would determine their requirements as soon as possible. However, representatives of some provinces pointed out that their legislation requires consent letters with wider wording than that required by Section 21 of Ontario's regulations.

Uniform Act Policy 2-03 requires inclusion in supporting documentation with the prospectus of a list of directors present at the meeting that authorized the signing. There was consensus that this requirement should be abandoned and replaced by a statement merely requiring a certified copy of the resolution. A formal amendment will be published early in November, but all jurisdictions are prepared to accept the certified copy without the accompanying list effective immediately. Also, a committee of representatives of the Alberta, Quebec and Ontario Commissions was established to review and revise Uniform Act Policy 2-04 as to disclosure of interest of solicitors and others. There have been complaints both as to the substantive rules in this policy and as to the lack of guidelines for compliance with them. Any comments would be welcome, and should be sent to Mr. Quentin Fleming of the Alberta Commission.

All recognized the need for continuing application of National Policy No.1, and there was consensus that the policy can continue to operate during the transitional period until national uniformity is again established in the substantive rules. Ontario representatives repeated their request that they be informed of any respect in which the other jurisdictions disagree with the changes made in Ontario's requirements, so that appropriate revisions can be considered.

Progress Toward Uniformity in Other Jurisdictions

Representatives of British Columbia reported on a news release issued by that Province's Minister of Consumer and Corporate Affairs on October 3, indicating that a discussion paper is to be circulated recommending a "two-tiered approach to securities regulation". Under this approach, a "basic uniform securities act similar to Ontario's new act and to legislation recently introduced in Alberta and Manitoba would be implemented, plus special provisions to regulate 'junior resource securities' (shares issued by resource exploration companies that have not yet made a commercially viable find)". We at the OSC have been offered an early opportunity to comment on the details of the new proposals, since we are seriously considering the adoption of exemptions to permit Ontario residents to participate in primary distributions of junior resource securities being carried out within British Columbia. New legislation may be introduced before the B.C. Legislature during the fall of 1980.

In Alberta, it is hoped that the legislation will be re-introduced before the Legislature during the spring of 1980. A number of comments made on the draft that was previously tabled require consideration and discussion with the other provinces. Saskatchewan is considering the new legislation but has no proposed timetable. In Manitoba, where a draft was tabled for discussion purposes earlier this year, the bill may be proceeded with as early as January or February of 1980. In Quebec, it is hoped that a complete draft in French will be available for informal and confidential review and discussion with the other administrators by the end of November, 1979. It is hoped that the legislation will be tabled before the Assemblée Nationale in the spring of 1980. Quebec representatives have indicated that their legislation is to be "compatible" with Ontario's. In the Maritimes, work is in progress on a revision of Ontario's Act to produce a statute more appropriate for the smaller capital markets of those provinces. The North West Territories and the Yukon also plan to develop legislation, which may be available in the North West Territories by the end of 1980. The Yukon will postpone action until after the British Columbia legislation becomes available, although consideration is being given to an expansion of its prospectus filing exemptions as an interim measure.

Attendance of Industry Representatives

A representative of the Canadian Institute of Chartered Accountants commented on the draft national policy as to reporting of changes of auditors. He also expressed the concerns of his profession with the OSC's intention, as indicated by Ontario Policy 3-40, to put in the public file the consent and comfort letters filed by auditors in connection with prospectuses. This topic is currently under discussion with representatives of the profession.

Representatives of the Investment Funds Institute of Canada made helpful and constructive proposals for revisions in the current requirements and practices as to mutual fund prospectuses. Representatives of the Investment Dealers' Association of Canada and The Toronto Stock Exchange reviewed a number of matters of current interest.

The administrators appreciated the time and trouble taken by all of these gentlemen to participate in our meeting.

"Multiple Prospectuses"

The administrators discussed the use of "multiple prospectuses". In 1975, after a discussion dealing principally with mutual fund prospectuses, a statement was issued that the OSC would not accept for filing a single prospectus qualifying securities of more than one issuer. This position has since been adhered to in the context of mutual fund prospectuses, but there have been instances as to industrial companies where securities of more than one issuer have been qualified by a single prospectus. This procedure has been accepted, for example, where the issue comprises debt securities of issuer A guaranteed by issuer B, or securities of issuer A convertible into, or exchangeable for, securities of issuer B.

The administrators do not feel that the multiple prospectuses should be encouraged. They may be confusing and they may give rise to legal questions. One legal question of particular concern is whether, if there is a misrepresentation as to issuer A in a prospectus qualifying securities of issuers A and B, there would be resultant civil liability of issuer B. The administrators feel that this liability would not arise, but they recognize that this conclusion may be affected by the circumstances of a particular case.

The administrators have concluded that, while multiple prospectuses should not be encouraged, they ought not to be prohibited. There are cases where a multiple prospectus might contribute significantly to clarity of presentation, and there are also cases where a multiple prospectus might provide clarity of presentation equal to single prospectuses but at significantly lesser cost. In these circumstances, the administrators have concluded that a multiple prospectus should be permitted if (a) the administrators in each province or territory where it is filed are satisfied that use of the multiple prospectus is not confusing or misleading and provides disclosure of clarity at least equal to what would have been provided by separate prospectuses, and (b) the filing is accompanied by an opinion of responsible legal counsel verifying that, in the view of counsel, any deficiency in the disclosure as to one issuer will not result in statutory civil liability of the other issuer or issuers. The opinion in (b) will not be necessary if one issuer is a wholly-owned subsidiary of the other.

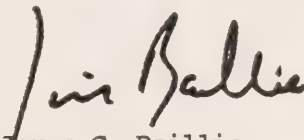
To avoid possible incurrence of wasted expense in the preparation of a multiple prospectus, it is recommended that the proposal to file such a prospectus be discussed in advance with the administrators concerned. This will provide an early opportunity to consider whether the conditions set out above are satisfied.

Other Matters

A number of other matters were considered. The proposed new national policy on reporting of changes in auditors, extensively revised to reflect comments received, was approved subject to final detailed review. We expect that it will be published approximately

mid-November, applicable to changes of auditors announced after December 31, 1979. A revision of National Policy 28, dealing with investment by mutual funds in options, is to be published for comment in early November. A committee of representatives of the Alberta, Ontario and Quebec administrators was set up to initiate work on a uniform policy as to film financings. A letter has been written to the stock exchanges requesting comments on situations in which an exchange, in the exercise of its self-regulatory responsibilities, makes a decision with an effect in a province or territory other than the province or territory where the exchange is located.

Yours very truly,

A handwritten signature in dark ink, appearing to read "Jim Baillie". The signature is written in a cursive, flowing style.

James C. Baillie
Chairman

JCB:mg

WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

NOTICE I

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT
OF MATERIAL FILED FOR THE MONTH
OF SEPTEMBER 1979

NOTICE II

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT
OF PRIVATE PLACEMENTS FILED
FOR THE MONTH OF SEPTEMBER 1979

NOTICE III

ONTARIO OVER-THE-COUNTER MARKET
SUMMARY OF SHARES TRADED FOR
THE MONTH OF SEPTEMBER 1979

SUPPLEMENT "X-1"

IN THE MATTER OF PENNANT
RESOURCES LIMITED
RE: RESALES OF PRIVATELY PLACED
SECURITIES SOLD UNDER A
REPRESENTATION OF INVESTMENT
INTENT

SUPPLEMENT "X-2"

INTERPRETATION OF "PRIVATE
PLACEMENT" EXEMPTIONS IN
THE SECURITIES ACT, 1978

NOTICE I

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF MATERIAL
FILED FOR THE MONTH OF SEPTEMBER 1979

	<u>1979</u>	<u>1978</u>	January 1 - Sept. 30, 1979	January 1 - Sept. 30, 1978
Insider Trading Reports	1,319	1,229	14,233	12,142
Annual and Interim Financial Reports:				
Mining Companies	211	191	1,109	1,146
Industrial Companies	244	266	1,781	1,697
Quarterly Financial Reports	39	50	1,047	909
Finance Company Reports	25	31	359	342
Take-Over Circulars	3	7	75	49
Proxy Solicitations and Information Circulars	42	46	1,197	1,163
Miscellaneous Information to Shareholders	208	273	2,489	3,033

NOTICE II

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF PRIVATE PLACEMENTS
FILED FOR THE MONTH OF SEPTEMBER 1979

FORM 11

January 1, 1979	-	August 31, 1979	January 1, 1978	-	August 31, 1978
309 Reports		\$1,114,328,952.40 Equity	152 Reports	\$	527,921,789.00 Equity
312 Reports		764,314,647.52 Debt	319 Reports		1,268,992,934.05 Debt
September, 1979			September, 1978		
73 Reports		157,352,805.78 Equity	43 Reports		185,138,423.70 Equity
9 Reports		16,951,400.00 Debt	15 Reports		74,084,948.73 Debt
Total to date			Total to date		
382 Reports		1,271,681,758.18 Equity	195 Reports		713,060,212.70 Equity
321 Reports		781,266,047.52 Debt	334 Reports		1,343,077,882.78 Debt
		\$2,052,947,805.70			\$2,056,138,095.48

FORM 12

January 1, 1979	-	August 31, 1979	January 1, 1978	-	August 31, 1978
113 Reports		\$ 551,760,567.82 Equity	34 Reports	\$	68,276,986.75 Equity
11 Reports		71,182,298.69 Debt	28 Reports		10,709,737.70 Debt
September, 1979			September, 1978		
20 Reports		17,012,714.55 Equity	2 Reports		278,093.00 Equity
2 Reports		128,400.00 Debt	1 Report		100,000.00 Debt
Total to date			Total to date		
133 Reports		568,773,282.37 Equity	36 Reports		68,555,079.75 Equity
13 Reports		71,310,698.69 Debt	29 Reports		10,809,737.70 Debt
		\$ 640,083,981.06			\$ 79,364,817.45

NOTICE III

ONTARIO OVER-THE-COUNTER MARKET
SUMMARY OF SHARES TRADED

	MONTH OF SEPTEMBER		YEAR TO DATE	
	1979	1978	1979	1978
INDUSTRIAL	807,094	1,224,322	12,984,710	10,103,711
MINING	16,437,613	6,962,081	93,890,713	65,124,659
OIL & GAS	1,527,806	1,126,225	12,114,415	5,884,753
	18,772,513	9,312,628	118,989,838	81,113,123

The dollar value for the foregoing trading is not available.

CEASE TRADING ORDERS

ANSIL MINES LIMITED
BAR RESOURCES LIMITED
CHESBAR RESOURCES INC.
COMSTOCK KENO MINES LTD.
NELLO MINES LIMITED

Temporary cease trading order issued 4th October, 1979, with respect to each company for failure to make statutory filings. Statutory hearings 18th October, 1979, at 10.00.a.m..

CAPITAL INCOME FUND

Temporary cease trading order issued 5th October, 1979, for failure to make statutory filings. Statutory hearing 19th October, 1979, at 10.00.a.m.

COMSTOCK KENO MINES LTD.

The cease trading order dated 4th October, 1979, was rescinded 5th October, 1979, the company being now up-to-date with its filings.

EAGLET MINES LIMITED

Temporary cease trading order issued 11th October, 1979, for failure to make statutory filings. Statutory hearing 25th October, 1979, at 10.00.a.m.

MASONIC TEMPLE CORPORATION LIMITED
SANTA MARIA MINES LIMITED
SASKURAN EXPLORATIONS INC.

Temporary cease trading order issued 3rd October, 1979, with respect to each company for failure to make statutory filings. Statutory hearings 17th October, 1979, at 10.00.a.m.

MAYDAY MINES LIMITED
SUPERIOR ELECTRONICS INDUSTRIES LTD.

Temporary cease trading order issued 5th October, 1979, with respect to each company for failure to make statutory filings. Statutory hearings 19th October, 1979, at 10.00.a.m.

MCFINLEY MINES LIMITED

The cease trading order dated 6th July, 1977, and continued 20th July, 1977, was rescinded 2nd October, 1979, the company being now up-to-date with its filings.

MIDRIM MINING COMPANY LIMITED

The cease trading order dated 17th May, 1977, and continued 31st May, 1977, was rescinded 3rd October, 1979, the company being now up-to-date with its filings.

MOFFAT LAKE EXPLORATIONS LTD.

The cease trading order dated 11th April, 1978, and continued 25th April, 1978, was rescinded 2nd October, 1979, the company being now up-to-date with its filings.

PYTHON RESOURCES AND INVESTMENT CORPORATION

The cease trading order dated 17th July, 1978, and continued 31st July, 1978, was rescinded 11th October, 1979, the company being now up-to-date with its filings.

VANGUARD FUND

Temporary cease trading order issued 4th October, 1979, for failure to make statutory filings.
Statutory hearing 18th October, 1979, at 10.00.a.m.

WEST MACANDA RESOURCES LIMITED

The cease trading order dated 12th July, 1978, and continued 26th July, 1978, was rescinded 2nd October, 1979, the company being now up-to-date with its filings.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

ANDRES WINES LTD.

On application under S.73 of The Securities Act, 1978, by Joseph A. Peller, the Ontario Securities Commission ruled that the intended sale of up to 20,200 Class A Shares of Andres Wines Ltd. by Joseph A. Peller, through the facilities of The Toronto Stock Exchange and subject to its conditions, shall not be subject to Section 24 or 52 of The Securities Act, 1978, provided that this ruling shall expire three months from 10th October, 1979.

ATLAS VAN LINES, INC.

On application under S.73 of The Securities Act, 1978, by Atlas Van Lines, Inc., the Ontario Securities Commission ruled that the offer and sale of shares of Common Stock by Atlas Van Lines, Inc. to its Agents carrying on business in the Province of Ontario are not subject to Section 24 or Section 52 of The Securities Act, 1978, on the condition that Atlas Van Lines, Inc. shall send to each Agent carrying on business in the Province of Ontario the same material in connection with the offer that is sent to its Agents and Owner-Operators carrying on business in the United States of America and shall file such material with the Ontario Securities Commission.

HOPES ADVANCE MINES LIMITED

On application under S.1(9) of The Business Corporations Act by Hopes Advance Mines Limited, the Ontario Securities Commission ordered that Hopes Advance Mines Limited shall be deemed to have ceased to be offering its securities to the public.

M.W. RESOURCES LIMITED

On application under S.73 of The Securities Act, 1978, by Norman H. Ursel and Associates Limited, the Ontario Securities Commission ruled that the sale by Norman H. Ursel and Associates Limited of up to 75,546 shares of M.W. Resources Limited and any trades in the course thereof or incidental thereto are not subject to Section 52 or 24 of The Securities Act, 1978.

M.W. RESOURCES LIMITED

On application under S.73 of The Securities Act, 1978, by Norman H. Ursel, the Ontario Securities Commission ruled that the sale by Norman H. Ursel of 129,364 shares of M.W. Resources Limited to Michael Eschli as to 20,000 shares, Frank Ebbutt as to 30,000 shares, Mrs. Marion Selig as to 25,000 shares, Mrs. D. B. Angus as to 25,000 shares and T. E. Neilson as to 29,364 shares at a price of fifteen cents per share and any trades in the course thereof or incidental thereto are not subject to Section 52 or 24 of The Securities Act, 1978, on condition that Michael Eschli, Frank Ebbutt, Mrs. Marion Selig, Mrs. D. B. Angus and T. E. Neilson shall not sell more than ten per cent of the shares acquired by each of them pursuant to this ruling during any one month.

STATUTORY DISCLOSURE: REPEAT DEFAULTER

The Commission's attention has been directed to the fact that the following reporting companies have failed on at least two separate occasions to file the information required to be furnished to its shareholders by either The Securities Act or The Business Corporation's Act within the time limited by statute and has only done so previously after a notice of default has been issued to it by the Commission.

VANGUARD FUND

NELLO MINING LIMITED

SASKURAN EXPLORATIONS INC.

MASONIC TEMPLE CORPORATION

BAR RESOURCES LIMITED

ANSIL MINES LIMITED

CHESBAR RESOURCES INC.

CAPITAL INCOME FUND

EAGLET MINES LIMITED

CHARTERS REVIVED

WINWEST OIL & MINING LIMITED

The above noted corporation was revived by order dated July 24, 1979.

The Cease Trading Order issued by the Commission on January 10, 1977, continues in full force and effect.

VALLEE LITHIUM MINING CORPORATION LIMITED

The above noted corporation was revived by order dated August 13, 1979.

The Cease Trading Order issued by the Commission on January 5, 1976, continues in full force and effect.

MIDLAND NICKEL CORPORATION LIMITED

The above noted corporation was revived by order dated August 8, 1979.

The Cease Trading Order issued by the Commission on March 14, 1978 continues in full force and effect.

PROSPECTUSES

AURORA-ORBIT 79-80 ENERGY PROGRAM

Final receipt issued October 3, 1979 for prospectus dated September 28, 1979 offering on a best efforts basis 600 Limited Partnership units in an oil and gas exploration and development program at \$6,400 per unit for a total offering of \$3,840,000. Offered as a joint offering in conjunction with common shares and share purchase warrants of Orbit Oil & Gas Ltd.

CALVERT GAS & OILS LIMITED

Calvert Gas & Oils Limited is offering by means of a fixed price offering on the floor of the Toronto Stock Exchange 800,000 treasury shares at such price per share as shall provide Calvert with a minimum of \$400,000 after payment of agent's commission.

Agent: Standard Securities Limited

CANADIAN TRUSTEED INCOME FUND

Final receipt issued October 4, 1979 for prospectus dated October 4, 1979 offering mutual fund units at net asset value plus a sales commission.

GUARDIAN GROWTH FUND LIMITED

Preliminary prospectus withdrawn at the request of the company.

OMEGA HYDROCARBONS LTD.

Receipt issued October 4, 1979 for final prospectus dated October 2, 1979 qualifying 1,000,000 common shares (without nominal or par value) to be offered at \$6.10 per share, to net the company \$5,680,000.

Underwriter: Bache Halsey Stuart Canada Ltd.

ORBIT OIL & GAS LTD.

Final receipt issued Oct. 3, 1979 for prospectus dated September 28, 1979 offering on a best efforts basis 480,000 common shares and share purchase warrants for 120,000 common shares at a price of \$4.50 per share and warrant for a total offering of \$2,160,000. Offered as a joint offering with limited partnership units of Aurora-Orbit 79-80 Energy Program.

PYX EXPLORATIONS LTD.

Final receipt issued October 3, 1979 for prospectus dated September 27, 1979 offering 600,000 shares on a best efforts basis through the facilities of the Vancouver Stock Exchange at a price to the public of \$1.00 per share plus Vancouver Stock Exchange commission.

Agent: Davidson Partners Limited

TRIANGLE EXPLORATIONS LIMITED

Final receipt issued October 2, 1979 for prospectus dated September 27, 1979 offering 350,000 common shares at a price to the public of 70 cents per share to net the treasury of the company \$112,500.

There is also a secondary offering of 151,725 common shares to be offered at a price to the public in the range of 90 cents to \$1.10 per share. The proceeds of the offering will accrue to the selling shareholder and not to the treasury of the company.

Underwriter: A.C. MacPherson & Co. Limited

RIGHTS OFFERING

DRUG TRADING COMPANY LTD.

Material received and accepted by the Commission in respect of an offering of \$2,000,000 short term promissory notes to shareholders, security holders, employees and employees of an affiliate.

TRUST GENERAL DU CANADA

The Commission has received satisfactory information with respect to an employee stock purchase plan whereby eligible employees may subscribe for up to 200 shares of Trust General du Canada.

WOODSREEF MINERALS LTD.

Material satisfactory to the Commission has been received relative to offering to shareholders of record October 1, 1979.

STATEMENT OF MATERIAL FACTS

BARYMIN EXPLORATIONS LIMITED

Statement of material fact dated July 25, 1979 accepted qualifying the distribution, by way of a distribution through the facilities of the Toronto Stock Exchange at prevailing market prices, of up to 300,000 shares to net the company up to an amount of \$400,000 net.

Agent: McConnell & Company Limited

TRANSFERS WITHIN ESCROW

<u>Company</u>	<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Dumont Nickel Corporation	Gabrielle Miquelon	Jacques Miquelon	23,319
Moffat Lake Expls. Inc.	Liberty Securities Limited	416889 Ontario Limited	42,500
"	David S. Solomon	416889 Ontario Limited	25,000
"	J.A. Gilbert	416889 Ontario Limited	170,000
"	The Clarkson Company Limited in its capacity as liquidator of the estate of GCA Capital Corporation Limited	416889 Ontario Limited	123,500
Rich Point Mines Limited	R.A. Steiner	Fred Munger, Secretary in trust for the benefit of Rich Point Mines Limited	202,500

WARREN EXPLORATIONS LIMITED

The Commission has consented to:

- (a) the transfer in escrow of 15,000 shares from Jonpol Explorations Limited to Total Resources Land Company, Inc., and subsequently
- (b) the release from escrow of the 15,000 shares held by Total Resources Land Company, Inc.

PROSPECTUSES

CAPITAL GROWTH FUND LIMITED

Final receipt issued October 9, 1979 for prospectus dated September 13, 1979 offering Class A shares at net asset value plus sales commission.

A CHANGE OF HABIT WILL DO IT.

Final receipt issued October 9, 1979 for prospectus dated October 2, 1979 qualifying the sale of 45 units of undivided beneficial ownership in a non-theatrical film series consisting of twelve videotape programs, subscription price - \$10,000 per unit.

Agents: Yorkton Securities Inc.

GOLDEN BOUNTY MINING COMPANY LIMITED

Final receipt issued October 5, 1979 for prospectus dated July 10, 1979 qualifying the sale of 500,000 shares at 40¢ per share less underwriting commission of 20¢ per share. There is a secondary offering of 93,188 shares, the proceeds of which will not accrue to the Corporation.

Underwriter: Gordon-Daly Grenadier Limited

GOLDLUND MINES LIMITED

Statement of Material Facts

St. Lawrence Securities Limited, as agent for the Corporation, is offering by means of a fixed price offering on the floor of the Toronto Stock Exchange up to 1,000,000 shares without par value to provide the Corporation with a minimum of \$2,250,000 after payment of agent's commission.

Agent: St. Lawrence Securities Limited

LANDBANK RESOURCES 79 PROGRAM

The preliminary prospectus, dated August 22, 1979 has been withdrawn and a revised preliminary dated August 31, 1979 for Landbank Resources 79-80 Program substituted in its place.

SILENCE OF THE NORTH

Final receipt dated October 11, 1979 issued for a prospectus dated October 11, 1979 qualifying the distribution on a best efforts basis of 880 units of undivided ownership interest in a feature length motion picture film tentatively entitled "Silence of the North". Purchase price per unit is \$5,000 to provide net proceeds of \$4,070,000. A further 880 units will be issued to MCA Canada Ltd. the parent company of Universal Productions Canada Inc. the producer of the film for the film for the aggregate price of \$4,070,000. Both amounts will be used to produce the film in the manner provided for in the budget.

Selling Agents: Wood Gundy Limited
Pitfield Mackay Ross Limited

PROSPECTING SYNDICATE

PRINCE CONO PROSPECTING SYNDICATE

Receipt issued October 4, 1979 for prospecting syndicate agreement dated July 27, 1979 relating to the units of the above prospecting syndicate issued pursuant to subsection 2 of section 50 of the Act.

RIGHTS OFFERING

PRENOR GROUP LTD.

Information satisfactory to the Commission has been received with respect to a rights offering to purchase one common share for each five common shares held on the record date, October 1, 1979, at the price of \$12.50 per common share.

RELEASE FROM ESCROW

GOLDEN BOUNTY MINING COMPANY LIMITED

Consent has been given to the release of 67,604 shares held by the Metropolitan Trust Company.

TRANSFERS WITHIN ESCROW

<u>Company</u>	<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Nesbitt Mining & Exploration Limited	John Carleton Nesbitt in trust for Archibald Jonathon Nesbitt	Archibald Jonathon Nesbitt	112,907
Phoenix Canada Oil Company Ltd.	Estate of Benja- min A. Javits	Joan Javits Zeeman, 520 Hommocks Rd. Larchmont, New York, 10538	4,056
"	"	Eric M. Javits, 800 Fifth Avenue, New York N.Y., 10021	4,056
Warren Explorations Limited	Johnpol Explo- rations Limited	Total Resources Land Company, Inc.	15,000

The Commission has also consented to the release from escrow of the 15,000 shares of Warren Explorations Limited held by Total Resources Land Company Inc.

The Commission has consented to the changes in escrow agents of the following companies from the Metropolitan Trust Company to National Trust Company, Limited

Consents were also given to the physical transfers of the escrowed shares from Metropolitan Trust to National (see number of shares transferred listed below).

These escrowed shares are to be held by National Trust under the same terms and conditions as agreed to by Metropolitan Trust.

Bijou Mines & Oils Limited	750,000	escrowed shares
Blythwood Mining Limited	653,132	" "
Carday Uranium Mines Inc.	675,000	" "
Consolidated Boeing Holdings & Explorations Limited	630,000	" "

Enertex Developments Inc.	675,000	escrowed shares		
Evergreen Energy Resources Ltd.	1,271,732	"	"	
Fin Resources Inc.	675,000	"	"	
Bab-Sol Resources Explorations Limited - Formerly Firebird Petroleum Limited	578,906	"	"	
Gerrard Realty Limited	288,796	"	"	
Gambit Consolidated Explorations Ltd.	1,076,547	"	"	
Hilltop Minerals Limited	675,000	"	"	
Jamestown Explorations Inc.	541,289	"	"	
Medicorp Technology Limited	220,000	"	"	
Newmex Gold Resources Inc.	675,000	"	"	
Nevasco Corporation	783,522	"	"	
Northumberland Mines Limited	675,000	"	"	
Opawica Explorations Inc.	675,000	"	"	
Silver Leader Mines Limited	583,475	"	"	
Ville-Marie Explorations Limited	675,000	"	"	
Warren Explorations Limited	482,000	"	"	

- PART B -

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED:

SEPTEMBER 28, 1979

ONEIDA ENERGY & RESOURCES CORPORATION

OFFERING 400,000 COMMON SHARES WITHOUT PAR VALUE.

SECONDARY OFFERING: 160,000 SHARES.

UNDERWRITER: GORDON-DALY GRENADIER LIMITED

CANADIAN NATURAL RESOURCES LIMITED NATIONAL ISSUE-ALBERTA

OFFERING CUMULATIVE REDEEMABLE CONVERTIBLE PREFERRED SHARES, SERIES A.

UNDERWRITER: MIDLAND DOHERTY LIMITED

CAMEL OIL & GAS LTD NATIONAL ISSUE-ALBERTA

OFFERING COMMON SHARES WITHOUT NOMINAL OR PAR VALUE.

UNDERWRITERS: PEMBERTON SECURITIES LIMITED
WALWYN STODGELL COCHRAN MURRAY LIMITED

OCTOBER 1, 1979

RANCHMEN'S RESOURCES (1976) LTD NATIONAL ISSUE-ALBERTA

OFFERING CONVERTIBLE DEBENTURES.

UNDERWRITERS: MIDLAND DOHERTY LIMITED
NESBITT THOMSON SECURITIES LIMITED

CONSOLIDATED IMPERIAL RESOURCES LIMITED NATIONAL ISSUE-QUEBEC

OFFERING 1,500,000 COMMON SHARES WITHOUT PAR VALUE.

SECONDARY OFFERING: 225,000 SHARES.

UNDERWRITER: MERIT INVESTMENT CORPORATION

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING
REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION
THEY HAVE CEASED DISTRIBUTION

BELL CANADA

Notices received from a number of registrants.

CHIEFTAIN DEVELOPMENT CO. LTD

Notices received from a number of registrants.

CIRCLE OF TWO

Burns Fry Limited - September 27, 1979

DAON DEVELOPMENT CORPORATION

Burns Fry Limited - September 27, 1979
McLean, McCarthy & Company Limited - September 27, 1979
Bell Gouinlock Limited - September 24, 1979

DOME PETROLEUM LIMITED

A. E. Osler, Wills, Bickle Limited - October 1, 1979

THE T. EATON ACCEPTANCE CO. LIMITED

Walwyn Stodgell Cochran Murray Limited - September 28, 1979
A. E. Osler, Wills, Bickle Limited - September 27, 1979

GASCOME OILS LTD

Greenshields Incorporated - September 25, 1979

JOHN LABATT LIMITED

Notices received from a number of registrants.

LAIDLAW TRANSPORTATION LIMITED

Burns Fry Limited - October 2, 1979
Greenshields Incorporated - September 26, 1979

NORTHERN TELECOM LIMITED

Andras, Hatch & Hetherington Ltd - September 28, 1979
Pemberton Securities Limited - September 28, 1979
A. E. Ames & Co. Limited - September 28, 1979

ROYNAT LTD

Merrill Lynch Royal Securities Limited - September 28, 1979

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED

OCTOBER 5, 1979

SARCEE TRAIL PLACE

NATIONAL ISSUE - MANITOBA

OFFERING 250 UNITS OF UNDIVIDED INTEREST

PRICE: \$22,800 PER UNIT

AGENT: PEMBERTON SECURITIES LIMITED

OCTOBER 9, 1979

PUBLIC STORAGE CANADIAN PROPERTIES II

NATIONAL ISSUE - ONTARIO

OFFERING UNITS IN A LIMITED PARTNERSHIP.

AGENT: A.E. AMES & CO. LIMITED

"PROPER CHANNELS"
(A Feature Length Motion Picture Film)

NATIONAL ISSUE - QUEBEC

OFFERING FILM UNITS OF UNDIVIDED INTEREST COMPRISING 100% OWNERSHIP IN THE FILM.

SUBSCRIPTION PRICE: \$5,000 PER FILM UNIT

AGENT: A. E. AMES & CO. LIMITED

"FINAL ASSIGNMENT"
(A Feature Length Motion Picture)

NATIONAL ISSUE - QUEBEC

OFFERING 1,280 FILM UNITS.

SUBSCRIPTION PRICE: \$5,000 PER FILM UNIT

AGENTS: NESBITT THOMSON SECURITIES LIMITED
HOUSTON WILLOUGHBY LIMITED
F.H. DEACON, HODGSON INC.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING
REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION
THEY HAVE CEASED DISTRIBUTION

BELL CANADA

John Graham & Company Limited - October 4, 1979

CHIEFTAIN DEVELOPMENT CO. LTD.

Pitfield Mackay Ross Limited - October 3, 1979
McLeod Young Weir Limited - October 9, 1979

COSTAIN LIMITED

Merit Investment Corporation - October 4, 1979

DAON DEVELOPMENT CORPORATION

Notices received from a number of
registrants.

THE T. EATON ACCEPTANCE CO. LIMITED

Greenshields Incorporated - October 4, 1979

GASCOME OILS LTD.

Pitfield Mackay Ross Limited - October 3, 1979
Richardson Securities of Canada - October 4, 1979

JOHN LABATT LIMITED

Odlum Brown & T.B. Read Ltd. - October 3, 1979

LAIDLAW TRANSPORTATION LIMITED

Notices received from a number of
registrants -

MERCIER EXPLORATIONS LIMITED

Norwich Investments Limited - October 1, 1979

NORTHERN TELECOM LIMITED

McLeod Young Weir Limited	- October 5, 1979
Moss, Lawson & Co. Limited	- October 4, 1979
Pitfield Mackay Ross Limited	- October 3, 1979

WESTCOAST TRANSMISSION COMPANY LIMITED

McLeod Young Weir Limited	- October 5, 1979
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MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

A	ANNUAL REPORT	D	QUARTERLY REPORT
B	NOTICE OF ANNUAL MEETING	E	TAKEOVER BIDS AND RELATED REPORTS
C	INTERIM REPORT	F	OTHER REPORTS

ACKLANDS LIMITED	C
ACTION TRADERS INC.	A B C
AGASSIZ RESOURCES LTD.	F
AGGRESSIVE MINING LIMITED	E
ALCAN ALUMINUM LIMITED	E
AMALGAMATED LARDER MINES LIMITED	C
AMERICAN EXPRESS COMPANY	F
AMERICAN QUASAR PETROLEUM CO.	C
ARROW PETROLEUMS LIMITED	C
ASSOCIATES CAPITAL CORPORATION	C
AURORA 78-79 ENERGY PROGRAM	C
AVOCA APARTMENTS LIMITED	C
BBC REALTY INVESTORS	E
BBC-RI SERVICES LTD.	C E
B.C. CENTRAL CREDIT UNION	C E
B P CANADA INC.	E
BASIC RESOURCES INTERNATIONAL S.A.	E F
BENEFICIAL FINANCE CO. OF CANADA	C
BETHLEHEM COPPER CORPORATION	E F
BISON PETROLEUM	E
BLYTHWOOD MINING LIMITED	C
BONANZA PETROLEUM LTD.	F
BONANZA RED LAKE EXPLORATIONS INC.	C
BORDER CHEMICAL COMPANY LIMITED	F
BRSCAN LIMITED	E
BRINCO LIMITED	E
BRITISH AMERICAN BANK NOTE COMPANY	C
BRITISH PETROLEUM COMPANY LIMITED	C F
CAE INDUSTRIES LTD.	F
C.M. & S. MINES INC.	A B
THE CADILLAC FAIRVIEW CORPORATION LIMITED	F
CALVERT-DALE ESTATES LIMITED	F
CAMPBELL CHIBOUGAMAU MINES LTD.	A B

CANADA PERMANENT	C
INVESTMENT FUND	
CANADA SOUTHERN	F
PETROLEUM LIMITED	
CANADIAN ACCEPTANCE	C
CORPORATION LIMITED	
CANADIAN CABLE SYSTEMS LIMITED	E
CANADIAN REALTY INVESTORS	E
CANADIAN RESERVE OIL AND GAS LTD.	F
CANADIAN UTILITIES LIMITED	E
CAN REIT INVESTORS LIMITED	C E
CANRON INC.	F
CANTOL LIMITED	F
CARA OPERATIONS LIMITED	E F
CARMA DEVELOPERS LTD.	E
CENEX LIMITED	F
CHANCELLOR ENERGY RESOURCES INC.	F
CHEROKEE RESOURCES LIMITED	E
CHIEFTAIN DEVELOPMENT CO. LTD.	F
CHIMO GOLD MINES LIMITED	D
(OFFEREE)	
CONWEST EXPLORATION COMPANY	
LIMITED (OFFEROR)	
CLAREMONT MINES LIMITED	F
COIN LAKE GOLD MINES LIMITED	C
COMMUNITY TELEPHONE COMPANY OF	C
ONTARIO LIMITED	
THE CONTINENTAL GROUP INC.	E
CONUCO LIMITED	F
CONWEST EXPLORATION	E
COMPANY LIMITED	
CONWEST EXPLORATION COMPANY	D
LIMITED (OFFEROR)	
CHIMO GOLD MINES LIMITED	
(OFFEREE)	
N.B. COOK CORPORATION LTD.	A B
CO-OPERATIVE TRUST COMPANY OF	C
CANADA - GROWTH FUND	
CO-OPERATIVE TRUST COMPANY	
OF CANADA - INCOME FUND	
CO OPERATORS INSURANCE ASSOCIATION	C
COSEKA RESOURCES LIMITED	E
W.B. CROSS CO. LIMITED	A
CZAR RESOURCES LTD.	C
DEB CANADIAN EXPLORATIONS 1977	C
DEB CANADIAN EXPLORATIONS 1978	C
DEB CANADIAN RESOURCES 1978	C

DELHI PACIFIC MINES LIMITED	E
DENISON MINES LIMITED	E
DISTRICT TRUST COMPANY	C E
DOME PETROLEUM LIMITED	E
DOMINION BRIDGE COMPANY LIMITED	E
DOMINION CITRUS & DRUGS LTD.	C
DOMINION FOUNDRIES AND STEEL, LIMITED	E
DOMINION STORES LIMITED	E
DOMINION TEXTILE INC.	E
DOMGLAS INC.	E
DUNDEE-PALLISER RESOURCES INC.	E
 EAST LUN GOLD MINES LIMITED	 C
ELECTRA INVESTMENTS (CANADA) LIMITED	E
EMCO LIMITED	E
ENERGY LAND ACQUISITION PROGRAM NO. I	C
ETHYL CORPORATION	E
EXECSIL CORPORATION	E
EXPLORER INNS LIMITED	C
 FATHOM OCEANOLOGY LIMITED	 E
FIDELITY TREND FUND INC.	C
FINANCIAL TRUST MORTGAGE FUND	C
FIRSTMARK CORPORATION	C
FISCON INVESTMENT FUND	C
FLAGSTAFF RESOURCE EXPLORATIONS LIMITED	C
FORD MOTOR COMPANY OF CANADA LTD.	E
FRODAC CONSOLIDATED ENERGY RESOURCES LTD.	C
FROND LAKE MINING COMPANY LIMITED	E
 G & H STEEL INDUSTRIES LIMITED	 C
GENERAL AMERICAN OIL COMPANY OF TEXAS	A E
GENERAL DYNAMICS CORPORATION	E
GLENCAIR MINING COMPANY LIMITED	A
GOLDALE INVESTMENTS LIMITED	E
GOLDEN BOUNTY MINING CO. LIMITED	E
GOLD VALLEY RESOURCE EXPLORATIONS LIMITED	C
GROUPED INVESTMENT SHARES	E
GUARANTY TRUST INVESTORS FUND	C
GUARANTY TRUST MORTGAGE FUND	C
GULCH RESOURCES LTD.	E
GULF CANADA LIMITED	E E
GULFSTREAM RESOURCES CANADA LTD.	E
GULL LAKE ENERGY RESOURCES LTD.	C

HALLIBURTON COMPANY	E
THE HAMILTON GROUP LIMITED	C
HARLEQUIN ENTERPRISES LIMITED	E
J. HARRIS & SONS, LIMITED	C E
HENNINGER BREWERY (ONTARIO) LTD.	A
HIGHMONT MINING CORPORATION	E
HUDSON'S BAY COMPANY	C
PROPERTIES LIMITED	
THE HUDSON BAY MINES LIMITED	E
HUDSON'S BAY OIL AND GAS	E
COMPANY LIMITED	
I A C LIMITED	C E
ISO MINES LIMITED	E
IMASCO LTD.	E
IMPERIAL OIL LIMITED	E
INLAND NATURAL GAS CO. LTD.	A B
INTERMETCO LIMITED	C
INTERNATIONAL MOGUL MINES LIMITED	E
INTERPUBLISHING (CANADA) LIMITED	F
J-Q RESOURCES INC.	E
JUPITER RESOURCE	C
EXPLORATIONS LIMITED	
K-TEL INTERNATIONAL INC.	C E
KENSINGTON APARTMENTS LIMITED	C
KINDER CANADA LIMITED	D
(OFFEROR)	
MINI-SKOOLES LIMITED (OFFEREE)	
KOFFLER STORES LIMITED	E
JOHN LABATT LIMITED	C
LABRADOR MINING AND	E
EXPLORATION COMPANY LIMITED	
LACANA MINING CORPORATION	E
LANDMARK GROWTH FUND LIMITED	C
LAURENTIDE FINANCIAL	C
CORPORATION LTD.	
LAVA CAP RESOURCES LTD.	C
LEHNDORFF CANADIAN PROPERTIES	E
LOCHIEL EXPLORATION LTD.	E
LIBRARY PETROLEUMS INC.	E
LOCHIEL EXPLORATION LTD.	E
MDS HEALTH GROUP LIMITED	E C
MICC INVESTMENTS LIMITED	E
M.T.S. INTERNATIONAL	E
SERVICES INC.	
MARITIME EQUITY FUND	C

MARKS & SPENCER CANADA INC.	C
MASSEY-FERGUSON LIMITED	E
MERLAND EXPLORATIONS LIMITED	C E
METALORE RESOURCES LIMITED	A B
METROPOLITAN STORES OF CANADA LIMITED	C
MINING GEOPHYSICS COMPANY LIMITED	A B
MINI-SKOOLES LIMITED (OFFEREE)	D
KINDER CANADA LIMITED (OFFEROR)	
MODERN OVA TRENDS LIMITED	C
MONARCH WEAR LTD.	C
 NATIONAL PETROLEUM CORPORATION LIMITED	C
NEW CINCH URANIUM LTD.	E
NEWNORTH GOLD MINES LIMITED	C
NEW YORK OILS LIMITED	C
NIAGARA FINANCE COMPANY LIMITED	C E
NIAGARA REALTY OF CANADA LIMITED	C E
NORANDA MINES LIMITED	E
NORIN CORP.	C
NORTH AMERICAN RARE METALS	E
NORTH WEST TRUST COMPANY	C
NUMAC OIL & GAS LTD.	E
 O'BRIEN ENERGY & RESOURCES LIMITED	E
OCEANOGRAPHIC AND GROWTH FUND INC.	C E
OCELOT INDUSTRIES LTD.	E
OKANAGAN HELICOPTERS LTD.	E
ONAPING RESOURCES LIMITED	E
 PACANA INDUSTRIES LTD.	E
PACIFIC NORTHWEST BELL TELEPHONE COMPANY	C
PATO CONSOLIDATED GOLD DREDGING	E
PEMBINA PIPE LINE LTD.	E
PENNANT RESOURCES LIMITED	E
PENNINGTONS STORES LIMITED	C
PETROL OIL AND GAS COMPANY	E
PEYTO OILS LTD.	A E
PHILLIPS CABLES LIMITED	E
PHOENIX RESOURCES COMPANY	C
PINERIDGE GREENE RENTAL PROJECT	E
POMINEX LTD.	E

PONDER OILS LTD.	C
POP SHOPPES INTERNATIONAL INC.	E
POPULAR INDUSTRIES LIMITED	C
PRAIRIE PACIFIC	E
ENERGY CORPORATION	
PRECAMBRIAN SHIELD	E
RESOURCES LIMITED	
PRICE COMPANY LIMITED	E
PRINCETON GOLD MINES LIMITED	C
PROTO EXPLORATIONS &	C E
HOLDINGS INC.	
PUBLIC SERVICE ELECTRIC	E
AND GAS COMPANY	
PUBLIC STORAGE CANADIAN PROPERTIES	C E
PYTHON RESOURCES AND	A
INVESTMENT CORPORATION	
PYX EXPLORATIONS LTD.	C
QUAKER OATS COMPANY	A B E
QUASAR PETROLEUM	E
QUEBEC ASBESTOS CORPORATION	E
RANGER OIL (CANADA) LIMITED	E
RAYLLOYD MINES &	A B
EXPLORATIONS LIMITED	
RAYROCK RESOURCES LIMITED	E
THE READERS DIGEST	A B
ASSOCIATION (CANADA) LTD.	
RENGOLD MINES LIMITED	E
SCEPTRE RESOURCES LIMITED	C E
SCINTILORE EXPLORATIONS LIMITED	E
SHEPHERD PRODUCTS LIMITED	E
SIMPSON'S ACCEPTANCE	C E
COMPANY LIMITED	
SIMPSON'S-SEARS LIMITED	E
SOUTH DUFALC MINES LIMITED	A
SOUTHWIND RESOURCE	C
EXPLORATIONS LIMITED	
STANDARD BRANDS INCORPORATED	E
STANDARD INDUSTRIES LTD.	A
STANDARD MINES LIMITED	A
THE STEEL COMPANY OF	E
CANADA LIMITED	
STEETLEY INDUSTRIES LIMITED	C
SULPETRO LIMITED	C
THE SUPERIOR OIL COMPANY	E
T.T.Y. PARAMOUNT EXPLORATION	C
PARTNERSHIP (1978)	

TELEDYNE CANADA LIMITED	E
TEMPLE EXPLORATIONS INC.	C
TEXAS EASTERN CORPORATION	E
THIRD DIMENSION INDUSTRIES LTD.	C
THOMAS NATIONWIDE	E
TRANSPORT LIMITED	
THE TIMKEN COMPANY	C
THE TORONTO SUN PUBLISHING	E
CORPORATION	
TRANS-CANADA RESOURCES LTD.	C
TRANS-MOUNTAIN PIPE LINE	E
COMPANY LTD.	
TRANS-WESTERN EXPLORATION INC.	E
TRECO INC.	C
TRIZEC CORPORATION LTD.	C
UNION CARBIDE CORPORATION	E
UNION GAS LIMITED	E
UNION OIL COMPANY OF CANADA LTD.	E
UNITED CANADIAN SHARES LIMITED	E
UNITED CANSO OIL & GAS LTD.	E
UNIVERSAL SAVINGS EQUITY	E
FUND LIMITED	
UNIVERSAL SAVINGS INCOME FUND	E
UNITED SISCOE MINES LIMITED	E
VALLEE LITHIUM MINING	E
CORPORATION LIMITED	
VICTORIA AND GREY TRUST COMPANY	C
VICTORIA WOOD SCARBOROUGH	
BRANDYWINE	
VULCAN INDUSTRIAL	E
PACKAGING LIMITED	
WAINOCO OIL CORPORATION	E
WALL & REDEKOP CORPORATION	C
WARRINGTON PRODUCTS LIMITED	E
WEST MACANDA RESOURCES LIMITED	A C
WHONNOCK INDUSTRIES LIMITED	C
WILLIAM MOSGROVE TOWER	C
APARTMENT PROJECT	
WINDFALL OILS & MINES LIMITED	E
WIX CORPORATION LIMITED	E
WOODWARD ACCEPTANCE COMPANY LIMITED	E C
WOODWARD STORES LIMITED	C
WORLDWIDE ENERGY CORPORATION	E
XANADU FUND LIMITED	C
YORK LAMBTON INC.	C

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Sep. 20, 1979	N.M.S.M. Associates Limited	Dynamic American Funds - Mutual Fund shares	\$ 5.00	20,000 shrs
Aug. 8, 1979	Commercial Union Assurance Company of Canada	Royal Trustco Limited - Preferred shares	101.78	40,000 "
Aug. 8, 1979	The Dominion Life Assurance Company	"	101.78	50,000 "
Sep. 27, 1979	Standard Life Assurance Company	Family Leisure Centres of Canada Limited - 11% Series "A" Debentures due September 30, 1999	720,000.00	\$ 720,000.00
Sep. 27, 1979	Sun Life Assurance Company of Canada	"	2,601,000.00	2,601,000.00
Sep. 27, 1979	The Prudential Insurance Company of America	"	2,401,000.00	2,401,000.00
Sep. 27, 1979	Lumbermens Mutual Casualty Company	"	401,000.00	401,000.00
Sep. 27, 1979	The Great-West Life Assurance Company	11% Series "B" Debentures due September 30, 1999	2,500,000.00	2,500,000.00
Sep. 17, 1979	Don Ross and J.L. Goad Tenants in common	1/26 undivided interest in the film "Highpoint"	250,000.00	1 unit
Sep. 17, 1979	A.V. Tennant & H.R.Barclay Tenants in common	"	250,000.00	1 "
Sep. 17, 1979	R. David A, Massie	"	250,000.00 U.S.	1 "
June 29, 1979	Inasco Limited	Pop Shoppes International Inc. - 5% non-voting cumulative redeemable second preference shares	25.00	10,000 shrs

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
June 29, 1979	Imasco Investments Inc.	Pop Shoppes International Inc. - 5% non-voting cumulative redeemable second preference shares	25.00 U.S.	468,000 shrs
Sep. 17, 1979	401832 Ontario Limited	Canada Northwest Land Limited - Common shares	14.50	480,000 "
Sep. 17, 1979	The Reichmann Trust	"	14.50	120,000 "
Sep. 25, 1979	Standard Life Assurance Company	Warren Explorations Limited - Common shares	2.00	100,000 "
Sep. 21, 1979	Bytzek Automotive Design and Management Limited	Magna International Inc. - Class "A" Common shares	15.00	50,000 "
May 18, 1979	Bancroft Investments Ltd.	Warrington Products Limited - Common shares	1.71	200,000 "
May 18, 1979	"	G.M. Resources Limited - Common shares	4.70	250,000 "
Sep. 28, 1979	The Toronto-Dominion Bank	Greywinds Investments Limited - First Preference shares	1.00	5,000,000 "
Sep. 25, 1979		Lochiel Explorations Limited - 7% unsecured convertible Debentures due August 1, 1989	1,600,000.00	\$ 1,600,000.00
Oct. 1, 1979	Confederation Life Insurance Company	Wajax Limited - 11½% Sinking Fund Debentures Series "C" due October 1, 1999	1,000,000.00	1,000,000.00
Oct. 5, 1979	Supplementary Retirement Income Plan of Dominion Foundries and Steel, Limited	Photochemical Research Associates Inc. - 10% Subordinated unsecured Convertible Income Debentures due September 30, 1987	200,000.00	200,000.00
Oct. 5, 1979	Employees' Savings and Profit Sharing Fund of Dominion Foundries and Steel, Limited	"	350,000.00	350,000.00

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 3, 1979	Travellers Indemnity Company of Canada	The Steel Company of Canada Limited - Preferred shares Series "B"	\$ 25.00	20,000 shrs
Oct. 3, 1979	Zurich Insurance Company	"	25.00	40,000 "
Oct. 3, 1979	London Life Insurance Company	"	25.00	40,000 "
Oct. 3, 1979	Co-Operators Life Insurance Association	"	25.00	10,000 "
Oct. 3, 1979	Co-Operators Insurance Association	"	25.00	40,000 "
Feb. 1, 1980 *	"	"	25.00	40,000 "
Oct. 3, 1979	Investors Dividend Fund	"	25.00	60,000 "
Oct. 3, 1979	Investors Group Trust Co. Ltd. - Capital Account	"	25.00	4,000 "
Oct. 3, 1979	Investors Syndicate Limited	"	25.00	36,000 "
Oct. 3, 1979	Fireman's Fund Insurance Company of Canada	"	25.00	60,000 "
Oct. 3, 1979	Bay City General Insurance Company	"	25.00	4,000 "
Oct. 3, 1979	Allstate Insurance Company of Canada	"	25.00	40,000 "
Oct. 3, 1979	Royal Insurance Company of Canada	"	25.00	80,000 "
Oct. 3, 1979	Royal General Insurance Co. of Canada	"	25.00	60,000 "
Oct. 3, 1979	Tren and Company	"	25.00	512,000 "

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 3, 1979	The Royal Trust Corporation of Canada	The Steel Company of Canada Limited - Preferred shares Series "B"	\$ 25.00	88,000 shrs
Oct. 3, 1979	The Prudential Insurance Company of America	"	25.00	120,000 "
Feb. 1, 1980 *	"	"	25.00	160,000 "
Oct. 3, 1979	Falconbridge Copper Limited	"	25.00	80,000 "
Oct. 3, 1979	Sun Life Assurance Company of Canada	"	25.00	200,000 "
Feb. 1, 1980 *	"	"	25.00	40,000 "
Oct. 3, 1979	L'Assurance-Vie Desjardins	"	25.00	10,000 "
Oct. 3, 1979	Le Groupe Commerce Compagnie D'Assurances	"	25.00	40,000 "
Oct. 3, 1979	First City Trust Company	"	25.00	60,000 "
Oct. 3, 1979	The Equitable Life Insurance Company of Canada	"	25.00	10,000 "
Oct. 3, 1979	Montreal Investment Management Inc. for Scotia 25	"	25.00	10,000 "
Feb. 1, 1980 *	Economical Mutual Insurance Company	"	25.00	20,000 "
Feb. 1, 1980 *	Yorkshire Trust Company	"	25.00	20,000 "
Feb. 1, 1980 *	District Trust Company	"	25.00	80,000 "
Feb. 1, 1980 *	Co-Operative Life Insurance Company	"	25.00	40,000 "
Feb. 1, 1980 *	Co-Operative Fire and Casualty Company	"	25.00	40,000 "
Feb. 1, 1980 *	Lutheran Life Insurance Society of Canada	"	25.00	12,000 "

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Feb. 1, 1980 *	Royal Bank of Canada	The Steel Company of Canada Limited - Preferred shares Series "B"	\$ 25.00	30,000 shrs
Feb. 1, 1980 *	Nova Scotia Savings & Loan Company	"	25.00	5,000 "
Feb. 1, 1980	Perth Insurance Company	"	25.00	6,000 "

* Delivery of these shares will be made on February 1, 1980

FORMS 12 AND FORM 19 SCHEDULE 3 - RESALE OF SECURITIES

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Sep. 18, 1979	January 26, 1979	Ronnie Richmond	Pennant Resources Limited \$ Common shares	1.95	200 shrs
Sep. 17, 1979- Sep. 27, 1979	December 1, 1978	Security Trading Limited	Orbit Oil & Gas Limited - Common shares	6.00	12,300 "
Sep. 10, 1979	December 11, 1975	T.O. Watts Limited	Fidmor Mortgage Investors Corporation - Common shares	10.00	10,000 "
Sep. 25, 1979	June 12, 1979	RoyFund (Equity) Ltd.	Warren Explorations Ltd. - Common shares	2.00	100,000 "
Sep. 4, 1979- Sep. 5, 1979	January 26, 1979	Crawford Gordon	Pennant Resources Limited - Common shares	1.82 to 1.91	8,000 "
Aug. 28, 1979- Sep. 21, 1979	March 29, 1974	Gayno Inc.	Amalgamated Larder Mines Limited - Common shares	.30 to .40	260,500 "

IN THE MATTER OF PENNANT RESOURCES LIMITED

RE: REALES OF PRIVATELY PLACED
SECURITIES SOLD UNDER A
REPRESENTATION OF INVESTMENT
INTENT

On October 5, 1979, the Commission convened a hearing to consider a staff request for an extension of a cease trade order (the "Temporary Order") affecting certain securities of Pennant Resources Limited. The Order was issued pursuant to Section 123 of The Securities Act, 1978, (the "Act") to avoid resale of these securities while the staff was investigating concerns as to whether a private placement made early this year complied with the requirements of the Act as then in force.

At the hearing, prior to any evidence being led, staff counsel submitted for approval a proposal that the Temporary Order be allowed to expire on the basis of undertakings from certain of the private placees that they would not resell the securities (or effect additional resales) until January 26, 1980. This proposal had been agreed to by the Corporation and by all affected parties.

The Commissioners agreed that the hearing should terminate and that the Temporary Order be allowed to expire. However, they did not concur that the undertakings should be obtained. They were not satisfied with the basis upon which the selection had been made of which private placees should tender undertakings. Also, in view of these developments, they were satisfied that any private placee would take pains to satisfy himself that any resale is in compliance with the law.

Although no determination was made at the hearing with respect to this particular private placement, the circumstances of this matter provide an opportunity for comment regarding the relevant statutory provisions, and in particular, the provisions which restrict the resale of securities purchased by way of private placement.

Commencing March 15, 1981, the resale of securities purchased by way of private placement will be governed by the statutory holding periods provided for in Section 71(4) of the Act. Prior to that date, there is no statutory provision which directly restricts the resale of such securities. However, the requirement that each private placee take the securities "for investment purposes only and not with a view to resale or distribution" is continued by Section 143(2) of the Act until March 15, 1981. Any person who resells prior to March 15, 1981, securities acquired by way of private placement must be prepared to justify this transaction in light of their original "investment intent". Reference may be made to the reasons of the Commission in Warren Explorations Limited et al 1976 OSCB 11 and to OSC Policy No. 3-33 for guidance in interpretation of these provisions.

SUPPLEMENT "X-2" TO WEEKLY SUMMARY, WEEK ENDING
12TH OCTOBER, 1979.

INTERPRETATION OF "PRIVATE PLACEMENT" EXEMPTIONS IN
THE SECURITIES ACT, 1978

The Commission has received an application from Surfacing Film Production Inc. under sections 73 and 140 of The Securities Act, 1978, in which the guidance of the Commission is requested on a number of questions of interpretation of section 71(1)(p) and its relationship with other "private placement" exemptions under The Securities Act, 1978. The most important question is whether the 71(1)(p) exemption may be used in combination with other exemptions to effect a distribution of securities without a prospectus. Other questions include the determination of the number of purchasers under section 71(1)(p).

The application will be heard commencing at 9 o'clock a.m. on Friday, October 26. Any persons or organizations interested in commenting on the issues raised may obtain a copy of the application from the Secretary of the Commission. The Commission will consider any written comments that are received before the close of business on Wednesday, October 24. Any person or organization that wishes to be heard on the application should notify the Secretary in advance. The Commission has a discretion whether to accept oral submissions during the hearing and will consider requests in that connection at the beginning of the hearing.

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ISSN 0030-3100



10 Wellesley Street East

Toronto, Ontario

M7A 2H7

ONTARIO SECURITIES COMMISSION

W E E K L Y S U M M A R Y

WEEK ENDING 19TH OCTOBER, 1979

WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

NOTICE I

RE: MURRAY MALCOLM SINCLAIR

NOTICE II

ONTARIO SECURITIES COMMISSION
FREQUENTLY CALLED TELEPHONE NUMBERS

- 2 A -

NOTICE I

RE: MURRAY MALCOLM SINCLAIR

The Ontario Securities Commission wishes to remind all registrants that on 12th June, 1975, an Order was made, pursuant to Section 19(5) of The Securities Act, 1970, prohibiting Murray Malcolm Sinclair from trading in securities in the Province of Ontario. This Order remains in effect and all registrants are cautioned not to deal with Mr. Sinclair contrary to the prohibition.

NOTICE II

ONTARIO SECURITIES COMMISSION
FREQUENTLY CALLED TELEPHONE NUMBERS

JAMES C. BAILLIE, Q.C.	Chairman	963-0211
HARRY S. BRAY, Q.C.	Vice-Chairman	963-0211
CHARLES SALTER, Q.C.	Director	963-0220
MICHAEL KRUGEL	Secretary to the Commission	963-0216
SYL S. GORECKI, C.A.	Financial Analyst	963-0219
KEITH E. BOAST	Legal Advisor	963-0218
RENÉ SORELL	Assistant Legal Advisor	963-0221
ROBERT E. STEEN	Deputy Director, Corporate Finance	963-0239
ADELAIDE LAMEY	Assistant Deputy Director, Corporate Finance	963-0234
THOMAS A. CREET	Solicitor	963-0236
LESLIE GORD	Solicitor	963-0236
MARGARET HAIG	Solicitor	963-0236
KAREN EBY, C.G.A.	Accountant	963-0224
WILLIAM D. STEELE, C.A.	Accountant	963-0236
MICHAEL DE VERTEUIL, C.A.	Accountant	963-0224
KENNETH W. THOMPSON, C.A.	Accountant	963-0224
C. EDWARD GOAD	Deputy Director, Registration/Administration	963-0228
SHIRLEY JAGT	Assistant Deputy Director, Registration/Administration	963-0229
JOHN F. LEYBOURNE	Deputy Director, Enforcement	963-0248
DENNIS V. BIGHAM	Investigation Counsel	963-0253
RICHARD LOCCO	Investigation Counsel	963-0253
ROBERT E.T. BROWN	Chief Investigator	963-0247
JOHN W. SEDLAK	Supervisor, Financial Disclosure and Insider Trading	963-0259

CEASE TRADING ORDERS

ANSIL MINES LIMITED

The cease trading order dated 4th October, 1979, was rescinded 18th October, 1979, the company being now up-to-date with its filings.

BAR RESOURCES LIMITED
CHESBAR RESOURCES INC.

The cease trading order dated 4th October, 1979, with respect to each company was continued 18th October, 1979, pending each company complying with Part XVII of The Securities Act, 1978.

CAPITAL INCOME FUND

The cease trading order dated 5th October, 1979, was continued 19th October, 1979, pending the Fund complying with Part XVII of The Securities Act, 1978.

CONTINENTAL RESEARCH & DEVELOPMENT LTD.

The cease trading order dated 25th September, 1978, and continued 10th October, 1978, was rescinded 12th October, 1979, the company being now up-to-date with its filings.

MASONIC TEMPLE CORPORATION LIMITED

The cease trading order dated 3rd October, 1979, was continued 17th October, 1979, pending the company complying with Part XVII of The Securities Act, 1978.

MAYDAY MINES LIMITED
SUPERIOR ELECTRONICS INDUSTRIES LTD.

The cease trading order dated 5th October, 1979, with respect to each company was continued 19th October, 1979, pending each company complying with Part XVII of The Securities Act, 1978.

SANTA MARIA MINES LIMITED
SASKURAN EXPLORATIONS INC.

The cease trading order dated 3rd October, 1979, with respect to each company was continued 17th October, 1979, pending each company complying with Part XVII of The Securities Act, 1978.

VANGUARD FUND

The cease trading order dated 4th October, 1979, was continued 18th October, 1979, pending the Fund complying with Part XVII of The Securities Act, 1978.

WINWEST OIL & MINING LIMITED

The cease trading order dated 24th January, 1977, and continued 25th April, 1977, was rescinded 18th October, 1979, the company being now up-to-date with its filings.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

IMASCO PENSION FUND SOCIETY

The Commission granted a renewal of an exemption pursuant to S.34(1)(4) of The Securities Act, 1978, for the ensuing twelve months.

DELHI PACIFIC MINES LIMITED

On application under S.73 of The Securities Act, 1978, (the "Act") by Irwin Singer and others, the Ontario Securities Commission ruled that the intended trade in securities of Delhi Pacific Mines Limited by International Mogul Mines Limited of 1,500,000 shares to Thomas H. Gorkoff as to 25,000 shares, Prairial S.A. as to 200,000 shares, Veronique Presswood as to 50,000 shares, Martin Richman as to 100,000 shares, Irwin Singer as to 900,000 shares, Michael Singer as to 150,000 shares, Lionel Walters as to 25,000 shares and W. Denis Whitaker as to 50,000 shares and of a \$10,000 8% convertible income debenture to Irwin Singer are not subject to section 24 and 52 but subject to the condition that any sale of the above shares or debenture by the above purchasers except by way of a statement of material facts if the securities are listed on The Toronto Stock Exchange, or a prospectus:

1. shall not be made before 15th March, 1981, unless a further ruling is obtained under section 73, and
2. shall not be made on or after 15th March, 1981, except in accordance with subsection 7 of section 71 of the Act as if subsection 7 of section 71 were applicable thereto.

PROSPECTUSES

GUILDFORD-CONCORDIA PARTNERSHIP

Final receipt issued October 10, 1979 for prospectus dated October 5, 1979 qualifying the sale of 4250 Limited Partnership units at \$1,000 per unit. Minimum purchase 10 units.

Agent: Headway Investments Inc.

"THE TEN THOUSAND DAY WAR"

Final receipt issued October 16, 1979 for prospectus dated October 12, 1979 offering 290 units in a television series at a price of \$10,000 per unit for a total price of \$2,900,000.

Distributor: TDW Productions Ltd.

SARCEE TRAIL PLACE

The preliminary prospectus dated October 4, 1979 has been withdrawn.

TRANSFERS WITHIN ESCROW

<u>COMPANY</u>	<u>FROM</u>	<u>TO</u>	<u>NO. OF SHARES</u>
Carvern International Industries Ltd.	Mary E. Elder	Gerald D. Warne	34,000
Croydon-Rouyn Wines Ltd.	The Estate of Lanfear B. Norrie	New Insko Mines Ltd.	730,001

- PART B -

THE MATERIAL IN PART BE IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED:

OCTOBER 12, 1979

LYNCO MINING DEVELOPMENT INC.

OFFERING 1,000,000 COMMON SHARES (WITHOUT PAR VALUE)

UNDERWRITERS: DURHAM SECURITIES CORPORATION LIMITED
NORWICH INVESTMENTS LIMITED
ROSMAR CORPORATION LIMITED

SECONDARY OFFERING: 450,000 SHARES.

CANADIAN UTILITIES LIMITED

NATIONAL ISSUE-ALBERTA

ISSUE OF COMMON SHARES.

UNDERWRITERS: NESBITT THOMSON SECURITIES LIMITED
WOOD GUNDY LIMITED
BURNS FRY LIMITED
PITFIELD MACKAY ROSS LIMITED
MCLEOD YOUNG WEIR LIMITED

OCTOBER 17, 1979

"T.H.E. COMPANY"
(A feature-length motion picture film)

OFFERING 279 UNITS OF OWNERSHIP.

PRICE: \$5,000 PER UNIT

SALES AGENT: A.E. OSLER, WILLS, BICKLE LIMITED

OCTOBER 18, 1979

"NOTHING PERSONAL"
(A feature-length motion picture)

NATIONAL ISSUE - ONTARIO

OFFERING 730 UNITS OF UNDIVIDED OWNERSHIP.

SUBSCRIPTION PRICE: \$10,000 PER UNIT

AGENT: NATIONAL FILM FINANCE CORPORATION

PRUDENTIAL PLACE APARTMENT PROJECT

ISSUE OF A MAXIMUM OF 465 UNITS OF OWNERSHIP AND A MINIMUM OF 415 UNITS OF OWNERSHIP.

PRICE: \$10,000 PER UNIT

AGENT: A.E. LEPAGE INVESTMENT & PROFESSIONAL SERVICES COMPANY
a division of A.E. LEPAGE (ONTARIO) LTD.

AMENDMENTS RECEIVED:

OCTOBER 12, 1979

INDUSTRIAL GROWTH FUND

AMENDMENT #1 DATED OCTOBER 1, 1979 TO PROSPECTUS DATED JANUARY 27, 1979.

OCTOBER 18, 1979

TEMPLETON GROWTH FUND, LTD.

AMENDMENT #1 DATED OCTOBER 17, 1979 TO PROSPECTUS DATED AUGUST 3, 1979.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION THEY HAVE CEASED DISTRIBUTION

BELL CANADA

Dominion Securities Limited	- October 4, 1979
McLeod Young Weir Limited	- October 11, 1979

BIGHART OIL & GAS LTD.

Dominion Securities Limited	- August 28, 1979
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BLUEGRASS MEADOWS APARTMENT PROJECT

Richardson Securities of Canada	- October 5, 1979
Bache Halsey Stuart	- October 12, 1979

CHIEFTAIN DEVELOPMENT CO. LTD.

Odium Brown & T.B. Read Ltd.	- October 2, 1979
Wood Gundy Limited	- September 24, 1979

COSTAIN LIMITED

Notices received from a number of registrants.

DAON DEVELOPMENT CORPORATION

Notices received from a number of registrants.

DOME PETROLEUM LIMITED

McLeod Young Weir Limited	- October 11, 1979
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THE T. EATON ACCEPTANCE CO. LTD.

Burns Fry Limited	- October 10, 1979
-------------------	--------------------

GASCOME OILS LTD.

McLeod Young Weir Limited	- October 10, 1979
---------------------------	--------------------

JOHN LABATT LIMITED

Wood Gundy Limited	- September 17, 1979
McLeod Young Weir Limited	- October 10, 1979

LIDLAW TRANSPORTATION LIMITED

Notices received from a number of registrants.

NORTHERN TELECOM LIMITED

Wood Gundy Limited
Odlum Brown & T.B. Read Ltd.

- September 17, 1979
- October 2, 1979

OMEGA HYDROCARBONS LTD.

-

Notices received from a number of
registrants.

PYX EXPLORATIONS LIMITED

Davidson Partners Limited

- October 11, 1979

RANGEX PETROLEUM LIMITED

Burns Fry Limited

- October 11, 1979

- A ANNUAL FINANCIAL STATEMENTS
- B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
- C INTERIM FINANCIAL STATEMENTS
- D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
- E OTHER REPORTS TO SHAREHOLDERS

AGF MANAGEMENT LIMITED	C
ABITIBI-PRICE INC.	E
ABSTAINERS'INSURANCE COMPANY	C
ACKLANDS LIMITED	E
AGASSIZ RESOURCES LIMITED	E
ALCAN ALUMINUM LIMITED	E
ALLARCO DEVELOPMENTS LTD.	E
ANDOVER RESOURCES LIMITED	A
ANSIL MINES LIMITED	C
ARGOSY MINING CORPORATION LIMITED	C
ASTRAL BELLEVUE PATHE LTD.	E
ATLAS YELLOWKNIFE RESOURCES LIMITED	C
AUGDOME CORPORATION LIMITED	E
BP CANADA INC.	E
BANK OF BRITISH COLUMBIA	E
BEAUFORT ENERGY LIMITED	E
BLACK CLIFF MINES LIMITED	E
BLACK HAWK MINING LTD.	C
BLYTHWOOD MINING LIMITED	A B E
BOOTS DRUG STORES (CANADA) LTD.	C
BRASCAN LIMITED	E
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	E
BRO RESOURCES LTD.	A B
BUDD CANADA INC.	E
BURLINGTON PACKAGING LIMITED	A
CADILLAC FAIRVIEW CORPORATION LIMITED	E
CAMPBELL CHIBOUGMAU MINES LTD.	E
CANADA DEVELOPMENT CORPORATION	E
CANADA PERMANENT INVESTMENT FUND	C
CANADA SOUTHERN PETROLEUM LTD.	E
CANADIAN CURTISS-WRIGHT LIMITED	E

CANADIAN HIDROGAS RESOURCES LIMITED (OFFEREE)	D
STRATFIELD INVESTMENTS LTD. (OFFEROR)	
CANADIAN HIDROGAS RESOURCES LTD.	E
CANADIAN HOMESTEAD OILS LIMITED	E
CANADIAN HYDROCARBONS LIMITED	C
CANADIAN NATURAL RESOURCES LTD.	C
CANADIAN RESERVE OIL AND GAS LTD.	E
CANADIAN UTILITIES LIMITED	E
CANDY INVESTMENTS LIMITED	A B
CANSHORE EXPLORATION LIMITED	E
CARD LAKE COPPER MINES LIMITED	A B
J.D. CARRIER SHOE COMPANY LIMITED	E
CASSIDY'S LTD.	E
CHIMO GOLD MINES LTD.	E
CLAREVIEW GARDENS APARTMENTS PROJECT	C
COMMERCIAL OIL & GAS LTD.	E
CONDUITS-AMHERST LIMITED	
CONSOLIDATED COPPER-LODE DEVELOPMENTS INC.	A B
CONSOLIDATED DURHAM MINES & RESOURCES LIMITED	E
CONSOLIDATED LOUANNA GOLD MINES LIMITED	E
CONSOLIDATED REXSPAR MINERALS & CHEMICALS LIMITED	C
CONTINENTAL RESEARCH & DEVELOPMENT LTD.	A
N.B. COOK CORPORATION LTD.	E
CORPORATE PROPERTIES LIMITED	A
COSEKA RESOURCES LIMITED	E
CREDIT FONCIER	E
CUNDILL VALUE FUND LTD.	C
CYPRUS ANVIL MINING CORPORATION	E
D'ELDONA GOLD MINES LIMITED	A B
DENISON MINES LIMITED	E
DIGITECH LTD.	E
DOVE MINES LTD.	E
DOVE PETROLEUM LTD.	E
DUNCAN GOLD RESOURCES INC.	E
DUNDEE PALLISER RESOURCES INC.	E
DUN RAINE MINES LIMITED	E
FORD MOTOR COMPANY OF CANADA LTD.	E
FRONTIER ACCEPTANCE CORPORATION LIMITED	C E

GENERAL LEASEHOLDS	C
(SUDBURY) LIMITED	
GETTY OIL COMPANY	E
GLOBE REALTY LIMITED	C
GOLDEN SATURN OIL & GAS LIMITED	C
GULF CANADA LIMITED	E
HCI HOLDINGS (NEW BRUNSWICK) LTD.	E
J. HARRIS & SONS LIMITED	E
HAYES DANA INC.	A B
HIRAM WALKER-GOODERHAM	E
& WORTS LIMITED	
HOLLINGER ARGUS LIMITED	E
HOME OIL COMAPNY LIMITED	E
HOUSEHOLD FINANCE	C E
CORPORATION OF CANADA	
HUDSON BAY MINING AND	E
SMELTING CO. LTD.	
HUMLIN RED LAKE MINES LIMITED	A C
HYLAND CREEK ESTATES	A
TOWNHOUSE PROJECT	
I U INTERNATIONAL CORP.	E
INSULITE DEVELOPMENT	A B
CORPORATION INC.	
INTERNATIONAL MOGUL	E
MINES LIMITED	
INTERNATIONAL PAPER COMPANY	C E
INTER-ROCK OIL CO OF	E
CANADA LIMITED	
ISLE DIEU MATTAGAMI MINES LIMITED	C
IVACO LTD.	E
J-Q RESOURCES INC.	E
KAISER RESOURCES LTD.	E
KAPS TRANSPORT LIMITED	A B C
KARI RESOURCE EXPLORATIONS LIMITED	C
KOFFLER STORES LIMITED	E
K-TEL INTERNATIONAL INC.	E
LABRADOR MINING AND	E
EXPLORATION COMPANY LIMITED	
LACANA MINING CORPORATION	E
LA-CHIB MINES LIMITED	C
LAKE ONTARIO CEMENT LIMITED	E
LEISURE WORLD NURSING HOMES LTD.	A B
LOCHIEL EXPLORATION LTD.	C E

MRRM INC.	C
MTS INTERNATIONAL SERVICES INC.	E
MEADOWVALE GARDENS APARTMENT	C
PROJECT-PHASE II	
MERLAND EXPLORATIONS LTD.	E
MIDCON OIL & GAS LIMITED	E
MIDEPSA INDUSTRIES LIMITED	A B
MINDAMAR ENERGY RESOURCES LIMITED	C
MITEL CORPORATION	E
MOFFAT LAKE EXPLORATIONS INC.	E
MOLCO INDUSTRIES LIMITED	E
MOSPORT FILM PRODUCTIONS 1978	C
MUSCOCHO EXPLORATIONS LIMITED	E
MUSTO EXPLORATIONS LIMITED	C
NATIONAL KINNEY CORP.	A
NEW BEDFORD RESOURCES	E
& DEVELOPMENTS LIMITED	
MEW CINCH URANIUM LTD.	E
NORCEN ENERGY RESOURCES LIMITED	E
NORMICK PERRON INC.	E
NORTH AMERICAN RARE METALS LIMITED	E
NORTH CANADIAN OILS LIMITED	E
NU-WEST DEVELOPMENT	E
CORPORATION LTD.	
OGR SERVICE CORPORATION	C
O'BRIEN ENERGY & RESOURCES LIMITED	E
OCELOT INDUSTRIES LTD.	E
OROFINO MINES LIMITED	E
PACANA INDUSTRIES LTD.	E
PAMOUR PORCUPINE MINES LIMITED	E
PAN CENTRAL EXPLORATIONS LIMITED	C
PARAMOUNT RESOURCES LTD.	A B
PARLAKE RESOURCES LTD.	E
PATO CONSOLIDATED GOLD	E
DREDGING LTD.	
PEMBROKE ELECTRIC LIGHT	A B
COMPANY LIMITED	
PETRO-SUN INC.	E
PLACE MONTFORT APARTMENT PROJECT	C
POPULAR INDUSTRIES LIMITED	C
PRESTON MINES LIMITED	E
THE PRICE COMPANY LIMITED	E
PRINCIPAL VENTURE FUND LTD.	E
PUBLIC SERVICE ELECTRIC	E
AND GAS COMPANY	

Q.M.G. HOLDINGS INC.	E
QUEENSWEAR (CANADA) LTD.	E
QUEJO MINES LIMITED	C
RAM PETROLEUMS LIMITED	E
RANGER OIL (CANADA) LIMITED	E
THE RESOURCE SERVICE GROUP LTD.	E
RIO ALGOM LIMITED	E
ROYAL TRUSTCO LIMITED	E
SCINTILORE EXPLORATIONS LIMITED	E
SCOTT'S RESTAURANTS CO. LIMITED	E
SENTINEL HOLDINGS LIMITED	E
SILVANA MINES INC.	C
SIMPSONS-SEARS LIMITED	E
SOUTHWIND RESOURCE	C
EXPLORATIONS LIMITED	
STANDARD OIL COMPANY (INDIANA)	E
STRATFIELD INVESTMENTS LTD.	D
(OFFEROR)	
CANADIAN HIDROGAS RESOURCES	D
LIMITED (OFFEREE)	
STUART HOUSE INTERNATIONAL LIMITED	E
TALCORP ASSOCIATES LTD.	E
TECK CORPORATION	E
TELEDYNE CANADA LIMITED	E
THUNDER BAY AMETHYST	C
MINING COMPANY LIMITED	
TONECRAFT LIMITED	E
TRANSAIR LIMITED	E
TRANS-WESTERN EXPLORATION INC.	E
TRECO INC.	E
TRIANGLE EXPLORATIONS LIMITED	E
TRINITY CHIBOUGAMAU MINES LIMITED	A B
UNICAN SECURITY SYSTEMS LTD.	E
UNICORP FINANCIAL CORPORATION	E
UNION CARBIDE CANADA LIMITED	E
UNION GAS LIMITED	E
VERSATILE CORNAT CORPORATION	E
THE VILLAGER SHOE	A B
SHOPPES (CANADA) LTD.	
WESTERN MINES LIMITED	E
WINSTON CHURCHILL INVESTMENTS	E
WOODSREEF MINERALS LTD.	E
YELLOWKNIFE BEAR MINES LIMITED	A B

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 5, 1979	S.E.L. Trust	Scintilore Explorations Limited - \$ Common Shares	1.00	100,000 shrs
Oct. 1, 1979	Co-operators Insurance Association	Calgary Power Limited - 7.70% First Preferred Shares	100.00	10,000 "
Oct. 1, 1979	Perth Insurance Company	"	100.00	2,000 "
Oct. 1, 1979	Economical Mutual Insurance Co.	"	100.00	5,000 "
Oct. 1, 1979	Victoria and Grey Trust Company	"	100.00	50,000 "
Oct. 1, 1979	London Life Insurance Company	"	100.00	10,000 "
Oct. 1, 1979	Allstate Life Insurance Company of Canada	"	100.00	2,500 "
Oct. 1, 1979	Zurich Insurance Company	"	100.00	10,000 "
Oct. 1, 1979	Fireman's Fund Insurance Company of Canada	"	100.00	10,000 "
Oct. 1, 1979	Equitable Life Insurance Company of Canada	"	100.00	1,000 "
Oct. 1, 1979	The Royal Bank of Canada	"	100.00	7,500 "
Oct. 1, 1979	Lutheran Life Insurance Society of Canada	"	100.00	2,000 "

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 1, 1979	The Independent Order of Foresters	Calgary Power Limited - 7.70% First Preferred Shares	\$ 100.00	2,500 shrs
Oct. 1, 1979	The Prudential Insurance Company of America	"	100.00	50,000 "
Oct. 1, 1979	Travelers Indemnity Company of Canada	"	100.00	5,000 "
Oct. 1, 1979	Royal General Insurance Company of Canada	"	100.00	10,000 "
Sep. 28, 1979	Francana Real Estate Limited	Marathon Realty Company Limited - Income Debenture due September 30, 1983	2,400,000.00	\$2,400,000.00
Oct. 15, 1979	The Bank of Nova Scotia	Sobeys Stores Limited - 11½% Sinking Fund Debentures Series "L" maturing October 15, 1999	500,000.00	500,000.00
Aug. 1, 1979	423373 Ontario Limited	Cherokee Energy 79 Program - Units	10,000.00	15 units
Sep. 28, 1979	Metropolitan Life Insurance Company	Thunder Bay Terminals Limited - 9-5/8% First Mortgage Sinking Fund Bonds Series "A"	5,576,000.00	\$5,576,000.00
Sep. 28, 1979	Prudential Insurance Company of America	"	2,788,000.00	2,788,000.00
Sep. 28, 1979	Sun Life Assurance Company of Canada	"	2,008,000.00	2,008,000.00
Sep. 28, 1979	The Canada Life Assurance Company	"	1,561,000.00	1,561,000.00

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Sep. 28, 1979	Province of Alberta	Thunder Bay Terminals Limited - 9-5/8% First Mortgage Sinking Fund Bonds Series "A"	\$1,115,000.00	\$1,115,000.00
Sep. 28, 1979	National Trust Company Limited	"	668,000.00	668,000.00
Sep. 28, 1979	The Trustees of the Contributory Pension Fund of Canadian Imperial Bank of Commerce	"	446,000.00	446,000.00
Sep. 28, 1979	The Pension Fund Society of The Bank of Montreal	"	223,000.00	223,000.00
Sep. 28, 1979	Zurich Life Insurance Company of Canada	"	111,000.00	111,000.00

FORMS 12 AND FORM 19 SCHEDULE 3 - RESALE OF SECURITIES

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 9, 1979	Nov. 6, 1978	S. Gretchen Ross	Lacana Mining Corp. - Common Shares	\$ 8.375	5,600 shrs

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ISSN 0030-3100



10 Wellesley Street East
Toronto, Ontario
M7A 2H7

ONTARIO SECURITIES COMMISSION

W E E K L Y S U M M A R Y

WEEK ENDING 26TH OCTOBER, 1979

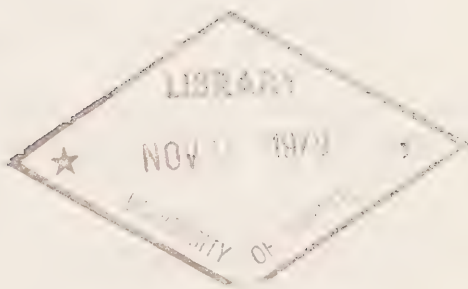
WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

NOTICE I

SUBORDINATION AGREEMENT

SUPPLEMENT "X"

AN ACT TO AMEND THE SECURITIES
ACT, 1978



NOTICE I

SUBORDINATION AGREEMENT

This is to advise registrants entering into a subordination agreement pursuant to Section 98 of the Regulations under The Securities Act, 1978, or Section 16 of the Regulations under The Commodity Futures Act, 1978, that copies of the form of agreement may be obtained from the Deputy Director-Registration at 10 Wellesley Street East, Toronto.

CEASE TRADING ORDERS

BAR RESOURCES LIMITED

The cease trading order dated 4th October, 1979, and continued 18th October, 1979, was rescinded 26th October, 1979, the company being now up-to-date with its filings.

CONSOLIDATED COMPUTER INC.

Temporary cease trading order issued 26th October, 1979, for failure to make statutory filings. Statutory hearing 9th November, 1979, at 10.00.a.m.

EAGLET MINES LIMITED

The cease trading order dated 11th October, 1979, was rescinded 25th October, 1979, the company being now up-to-date with its filings.

MIDLAND NICKEL CORPORATION LIMITED

The cease trading order dated 14th March, 1978, and continued 29th March, 1978, was rescinded 23rd October, 1979, the company being now up-to-date with its filings.

NELLO MINING LIMITED

The cease trading order dated 4th October, 1979, was rescinded 17th October, 1979, the company being now up-to-date with its filings.

REPUBLIC ORES & MINING CORPORATION LIMITED

Temporary cease trading order issued 23rd October, 1979, for failure to make statutory filings. Statutory hearing 6th November, 1979, at 10.00.a.m.

SENTINEL HOLDINGS LIMITED
(FORMERLY SECURITY CAPITAL
CORPORATION LIMITED)

Whereas the Ontario Securities Commission made a Temporary Order dated July 27, 1973, that all trading in the securities of Security Capital Corporation Limited (now Sentinel Holdings Limited) should cease forthwith and that the said Order would expire in fifteen days unless sooner rescinded;

And whereas the said Order was continued August 8, 1973, and subsequently varied on June 26, 1975, and March 11, 1976, so that the Order only applied to shares registered in the name of Oakes Holding Company;

And upon the application of Sentinel Holdings Limited for an Order rescinding the said Order to permit a corporate re-organization;

And upon being of the opinion that it is in the public interest to do so;

It is ordered, pursuant to Section 123 of The Securities Act, 1978, S.O. 1978, c.47, that the Order dated July 27, 1973, as continued and subsequently varied is hereby rescinded 25th October, 1979.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

AGRA INDUSTRIES LIMITED

On application under S.79(b)(ii) of The Securities Act, 1978, ("the Act") by Agra Industries Limited for an order exempting it in part from the requirements of S.77 of the Act, the Ontario Securities Commission ordered, pursuant to the provisions of S.79(b)(ii) of that Act, that Agra Industries Limited is exempted from filing comparative financial statements annually within 140 days from the end of its last financial year provided such statements are filed within the time period required by the Canada Business Corporations Act, S.C. 1974-75, c.33, as amended, for sending such statements to shareholders.

CHOICELAND IRON MINES LIMITED

On application under S.73 of The Securities Act, 1978, by Choiceland Iron Mines Limited and pursuant to clause g of Section 27 of The Interpretations Act, R.S.O. 1970, Chapter 225, as amended, the Ontario Securities Commission hereby amends two rulings made by it under Section 59 of The Securities Act, R.S.O. 1970, Chapter 426, as amended, dated the 26th day of August, 1976, and styled "In The Matter of Choiceland Iron Mines Limited" by deleting from the end thereof the words "on condition that there be no resale of any of said shares without further application to the Ontario Securities Commission".

DOMINION FOUNDRIES AND STEEL, LIMITED

On application under S.117(2) of The Securities Act, 1978, ("the Act") by Dominion Foundries and Steel, Limited for an order exempting certain of its insiders who are holders of its Class B common shares from the reporting requirements of S.102 of that Act with respect to their acquisition of shares by way of stock dividend, the Ontario Securities Commission ordered that those insiders of Dominion Foundries and Steel, Limited who are holders of its Class B common shares are exempted from the reporting requirements of S.102 of that Act with respect to Class B common shares received by way of stock dividend, subject to the following conditions:

1. That each such insider shall file by January 31 of each year an insider report disclosing therein any increase in the holdings of such insider of common shares by way of stock dividend during the 12-month period ending December 31 preceding such date; and
2. That each such insider shall file insider reports in accordance with S.102 of the Act with regard to all other transactions involving the securities of Dominion Foundries and Steel, Limited not otherwise exempted.

JONES HEWARD FUND LTD.

On application under S.61 of The Securities Act, 1978, by Jones Heward Fund Ltd., the Ontario Securities Commission ordered that the time for Jones Heward Fund Ltd. to:

1. file a pro forma prospectus is extended to October 15, 1979;
2. file a prospectus is extended to November 5, 1979;
3. obtain a receipt for the prospectus is extended to twenty days following November 5, 1979.

LAIDLAW TRANSPORTATION LIMITED

On application under S.73 of The Securities Act, 1978, (the "Act") by Laidlaw Transportation Limited ("Laidlaw") for a ruling that certain trades described more particularly below shall not be and are deemed not to be a distribution to the public and that registration shall not be and is not required in respect of any such trades, the Ontario Securities Commission ruled that:

1. The proposed exchange of 366,389 issued, non-voting first preference shares Series D of Laidlaw owned by Fairway Heights Investment Limited ("Fairway") and Mrs. Dorothy I. Needler for 915,972 non-voting first preference shares Series E of Laidlaw pursuant to a conversion feature in the Articles of Laidlaw, be exempt from the prospectus and registration requirements under Sections 52 and 24 of the Act; and

2. The first trade of said Series E shares owned by Fairway and Mrs. Dorothy I. Needler, or either of them, be exempt from the prospectus requirements of the Act subject to the following terms and conditions:
 - (i) Such trade is carried out through the facilities of The Toronto Stock Exchange unless otherwise exempt under the Act;
 - (ii) at the time of the trade, whenever that may occur, the conditions of Section 71(5)(a) and (c) of the Act are complied with, and
 - (iii) such trade is not a distribution as defined in subparagraph iii of paragraph 11 of subsection 1 of Section 1 of the Act.

MCCULLOCH OIL CORPORATION

Upon it appearing to the Commission that

1. McCulloch Oil Corporation (the "company") is a Delaware corporation whose common stock is listed for trading on the American, Pacific and Philadelphia Stock Exchanges;
2. approximately one-half of one percent in number of its stockholders, holding approximately five percent of its issued common stock, are residents of Ontario;
3. the company proposes to offer to exchange its new 12 1/2 percent Subordinated Debentures plus cash for up to three million shares of its common stock upon terms set out in an Offering Circular relating to the exchange offer;
4. the Offering Circular provides disclosure substantially similar to that provided by an issuer bid circular under The Securities Act, 1978; and
5. following the exchange offer those holders of common stock who declined the offer will have available a market to dispose of their shares that is not materially less liquid than prior to the exchange offer;

AND UPON the Commission being of the opinion that it would not be prejudicial to the public interest to make the within order;

IT IS ORDERED pursuant to section 99(e) of the Act that the company is exempted from the requirements of Part XIX of the Act with respect to the exchange offer on condition that the Offering Circular be mailed to stockholders of the company resident in Ontario.

NOR-ACME MINES LIMITED

On application under S.73 of The Securities Act, 1978, by Consolidated Morrison Explorations, Limited, the Ontario Securities Commission ruled that the intended sale of 66,667 common shares of Nor-Acme Gold Mines Limited by Consolidated Morrison Explorations, Limited, through the facilities of The Toronto Stock Exchange and subject to its conditions, shall not be subject to S.24 or 52 of The Securities Act, 1978.

OTTER DORCHESTER MUTUAL LIFE INSURANCE COMPANY

Upon it appearing to the Commission that

1. Otter Dorchester Mutual Life Insurance Company (the "company") is a cash-mutual corporation incorporated under The Corporations Act;
2. the company is considering converting from a cash-mutual corporation into a joint stock insurance corporation in the manner provided in The Corporations Act;
3. that Act grants to members of the company priority in subscribing for shares following upon any such conversion; and
4. in order to assist it in making a determination as to such conversion, the company desires to ascertain the probable extent to which members might subscribe for shares;

AND UPON IT APPEARING TO THE COMMISSION that to make the within ruling would not be prejudicial to the public interest;

THE COMMISSION HAS THEREFORE ORDERED that the carrying out, by Canadian Facts Limited on behalf of the company, of a survey of a sample of the members of the company in order to estimate subscriptions for shares that might be received from the members in the event of the conversion of the company from a cash-mutual corporation into a joint stock insurance corporation is not subject to sections 24 or 52 of The Securities Act, 1978.

THE MOLSON COMPANIES LIMITED

On application under S.117(2) of The Securities Act, 1978, ("the Act") by The Molson Companies Limited for an order exempting certain of its insiders who are holders of its Class "A" or Class "B" common shares from the reporting requirements of S.102 of the Act with respect to their acquisition of shares by way of stock dividend, the Ontario Securities Commission ordered that those insiders of The Molson Companies Limited who are holders of its Class "A" or Class "B" common shares are exempted from the reporting requirements of S.102 of that Act with respect to Class "A" or Class "B" common shares received by way of stock dividend, subject to the following conditions:

1. That each such insider shall file by May 31 of each year an insider report disclosing therein any increase in the holdings of such insider of common shares by way of stock dividend during the 12-month period ending April 30 preceding such date; and
2. That each such insider shall file insider reports in accordance with S.102 of the Act with regard to all other transactions involving the securities of The Molson Companies Limited not otherwise exempted.

UNICAN SECURITY SYSTEMS LTD.

UPON the application of Unican Security Systems Ltd. (Unican) under clause (e) of section 99;

AND UPON reading the application and being of the opinion that to grant this Exemption would not be prejudicial to the public interest;

Unican Security Systems Ltd. is exempted from the requirements of Part XIX of The Securities Act, 1978, concerning issuer bids with respect to its purchase annually of up to 25,000 common shares of Unican subject to the conditions that:

1. the common shares are purchased through the facilities and in compliance with the rules and policies of The Toronto Stock Exchange or The Montreal Stock Exchange;
2. Unican will report in its annual information circular and quarterly reports the number of common shares purchased by it in the preceding reporting period and the average price paid for the shares, and will disclose in its annual information circular its purchase plans for the next ensuing period.

PROSPECTUS

THE MUNICIPAL MORTGAGE FUND

Final receipt issued October 22, 1979 for prospectus dated October 18, 1979 offering units at net asset value.

RELEASES FROM ESCROW

MANITOU LAKE GOLD MINES INC.

Consent has been given to the release of 51,443 escrowed shares from the shares at present held in escrow by Canada Permanent Trust Company, such release to be made pro rata based on the issue of the original 750,000 or specifically:

M. Green & Associates Ltd.	28,294
Casummit Lake Mines Limited	15,124
Michael Ogden	1,166
R.A. Halet	6,859
	<hr/>
	51,443

UNICOL COLLECTION AGENCIES LIMITED

The Commission has consented to the release of all of the escrowed shares presently held by National Trust Company Limited.

TRANSFERS WITHIN ESCROW

<u>Company</u>	<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Delhi Pacific Mines Limited	International Mogul Mines Limited	Irwin Singer	317,500
Mandarin Mines Limited	Julien Soveaux	Andre Valiquette	5,000

Correction to last week's weekly summary re Croydon-Rouyn Mines Ltd. - It should be Croydon-Rouyn Mines Ltd.

- PART B -

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED

OCTOBER 19, 1979

CONTICAPITAL FUND

NATIONAL ISSUE ONTARIO

OFFERING 5,000 UNITS OF LIMITED PARTNERSHIP INTEREST

SALES AGENTS: VARIOUS REGISTERED SECURITIES DEALERS

ENERGY & PRECIOUS METALS INC.

OFFERING 497,500 COMMON SHARES (WITHOUT PAR VALUE).

PRICE: \$10.00 PER SHARE

AGENT: R.A. DALY & COMPANY LIMITED

CANADIAN GOLD RESOURCES INC.

OFFERING COMMON SHARES WITHOUT PAR VALUE.

AGENT: JONES GABLE & COMPANY LIMITED

SECONDARY OFFERING: 100,000 SHARES

OCTOBER 22, 1979

STROM RESOURCES LTD.

NATIONAL ISSUE ALBERTA

OFFERING COMMON SHARES (WITHOUT NOMINAL OR PAR VALUE).

UNDERWRITER: GREENSHIELDS INCORPORATED

KAISER RESOURCES LTD.

NATIONAL ISSUE B.C.

ISSUE OF DEBENTURES (UNSECURED AND REDEEMABLE).

UNDERWRITERS: A.E. AMES & CO. LIMITED
WOOD GUNDY LIMITED

OCTOBER 23, 1979

MSZ RESOURCES LTD.

OFFERING COMMON SHARES (WITHOUT NOMINAL OR PAR VALUE).

UNDERWRITER: WALWYN STODGELL COCHRAN MURRAY LIMITED

"YOUR TICKER IS NO LONGER VALID"
(A Feature Length Motion Picture)

NATIONAL ISSUE QUEBEC

OFFERING 1,005 FILM UNITS.

SUBSCRIPTION PRICE: \$5,000 PER FILM UNIT.

AGENTS: LEVESQUE, BEAUBIEN INC.
TASSE & ASSOCIES LIMITEE

OCTOBER 25, 1979

SILVER CREEK-CEDARWOOD PARTNERSHIP

NATIONAL ISSUE ONTARIO

OFFERING 350 UNITS OF PARTNERSHIP INTEREST IN A LIMITED PARTNERSHIP.

SUBSCRIPTION PRICE: \$10,000 PER UNIT.

AGENT: A.E. AMES & CO. LIMITED

HUNT CLUB RIDGE II

NATIONAL ISSUE ONTARIO

OFFERING 405 UNITS OF OWNERSHIP IN EACH OF TWO LIMITED PARTNERSHIPS.

PRICE: \$10,000 PER UNIT

AGENT: NESBITT THOMSON SECURITIES LIMITED

AMENDMENTS RECEIVED

OCTOBER 19, 1979

C.S.T. FOUNDATION

AMENDMENT #1 DATED OCTOBER 11, 1979 TO PROSPECTUS DATED FEBRUARY 25, 1979.

OCTOBER 22, 1979

GENEVA ENERGY '79

FIRST AMENDMENT DATED OCTOBER 15, 1979 TO PROSPECTUS DATED
AUGUST 31, 1979.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING
REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION
THEY HAVE CEASED DISTRIBUTION

BELL CANADA

McEwen Easson Limited - October 19, 1979

BLUEGRASS MEADOWS APARTMENT PROJECT

Davidson Partners Limited - October 15, 1979

CANADIAN UTILITIES LIMITED

Odium Brown & T.B. Read Ltd. - October 19, 1979

CIRCLE OF TWO

Richardson Securities of Canada - October 22, 1979

THE CONSUMERS' GAS COMPANY

Odium Brown & T.B. Read Ltd. - October 19, 1979

COSTAIN LIMITED

John Graham & Company Limited - October 22, 1979

DAON DEVELOPMENT CORPORATION

Notices received from a number of
registrants.

DOME PETROLEUM LIMITED

Wood Gundy Limited - October 15, 1979

FIRES PUR EXPLORATIONS LIMITED

Durham Securities Corporation Ltd. - October 22, 1979

GASCOME OILS LTD.

Bache Halsey Stuart - October 23, 1979

LAIDLAW TRANSPORTATION LIMITED

Merrill Lynch Royal Securities Limited - October 19, 1979
Midland Doherty Limited - October 22, 1979

LONE PINE RESOURCE EXPLORATIONS
LIMITED

Gordon-Daly Grenadier Limited - October 23, 1979
E.A. Manning Limited - October 23, 1979

MATT AND JENNY

Richardson Securities of Canada - October 19, 1979
Bache Halsey Stuart - October 19, 1979

NOLAN LAKE EXPLORATIONS INC.

Rosmar Corporation Limited - October 9, 1979

OMEGA HYDROCARBONS LTD.

Notices received from a number of
registrants.

ROYNAT LTD.

A.E. Ames & Co. Limited - October 23, 1979

WESTCOAST TRANSMISSION COMPANY LIMITED

Odium Brown & T.B. Read Ltd. - October 19, 1979

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

- A ANNUAL FINANCIAL STATEMENTS
- B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
- C INTERIM FINANCIAL STATEMENTS
- D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
- E OTHER REPORTS TO SHAREHOLDERS

AGT DATA SYSTEMS LIMITED	E
ABITIBI-PRICE INC.	E
THE ALBERTA GAS TRUNK LINE	E
COMPANY LIMITED	
ALCAN ALUMINUM LIMITED	E
ALGONGUIN MERCANTILE CORPORATION	A E
ALLONT LIMITED	E
AMERICAN ELECTRIC POWER	C
COMPANY INC.	
ANDRES WINES LIMITED	E
ANSIL MINES LIMITED	E
ASHLU GOLD MINES LIMITED	C
B P CANADA INC.	E
BANKENO MINES LIMITED	E
BANK OF BRITISH COLUMBIA	E
BANNER FUND	C
BAR RESOURCES LIMITED	C
BASIC RESOURCES INTERNATIONAL S.A.	C
BELL CANADA	E
BLACK HAWK MINING LTD.	C
BLYTHWOOD MINING LIMITED	E
BOW VALLEY INDUSTRIES LTD.	E
BRASCAN LIMITED	E
BRENDA MINES LTD.	E
BRITISH COLUMBIA RESOURCES	E
INVESTMENT CORPORATION	
CAMPBELL CHIBOUGAMAU MINES LTD.	A B E
CAMPBELL RED LAKE MINES LIMITED	E
CANADA PACKERS LIMITED	C
CANADA PERMANENT INCOME	C
INVESTMENTS	
CANADA TRUSTCO	E
MORTGAGE COMPANY	

CANADIAN CABLESYSTEMS LIMITED	E
CANADIAN HOMESTEAD OILS LIMITED	E
CANADIAN OCCIDENTAL	E
PETROLEUM LTD.	
CANADIAN REALTY INVESTORS	E
CANADIAN RESERVE OIL	E
AND GAS LTD.	
CANADIAN SUPERIOR OIL LTD.	E
CANADIAN UTILITIES LIMITED	E
CANDEL OIL LTD.	E
CARA OPERATIONS LIMITED	E
J.D. CARRIER SHOE	E
COMPANY LIMITED	
CASSIDY'S LTD.	E
CENTRA & EASTERN TRUST COMPANY	E
CLIMAX SILVER MINES LIMITED	C
COMINCO LTD.	E
CONSOLIDATED BATHURST INC.	E
CONSOLIDATED BOEING HOLDING	A B
& EXPLORATIONS LIMITED	
CONSOLIDATED DURHAM MINES &	C
RESOURCES LIMITED	
CONUCO LIMITED	E
N.B. COOK CORPORATION LTD.	C
CORBY DISTILLERIES LIMITED	E
CORPORATE PROPERTIES LIMITED	C
COSEKA RESOURCES LIMITED	A
COURVAN MINING COMPANY LIMITED	E
CREDIT FONCIER	E
CROWN ZELLERBACH	C
CANADA LIMITED	
DANIEL DIVERSIFIED LIMITED	C
DANVERS RESOURCE EXPLORATIONS	C
LIMITED	
DAON DEVELOPMENT CORPORATION	E
DENISON MINES LIMITED	E
DIGITECH LTD.	A
DOME MINES LIMITED	E
DOME PETROLEUM LTD.	E
DOMINION BRIDGE COMPANY LIMITED	E
DOMINION TEXTILE INC.	E
DOVER INDUSTRIES LIMITED	E
THE DREYFUS FUND	C
INTERNATIONAL LIMITED	
DYNAMIC FUNDS MANAGEMENT LTD.	E
EAGLET MINES LIMITED	C
EESTI KODU INC.	C
EGO RESOURCES LIMITED	E
800 KENNEDY ROAD LTD.	A
ELECTRO-KNIT FABRICS	E
(CANADA) LTD.	
EMPIRE RESOURCE EXPLORATIONS LTD.	C

ENERGY LAND ACQUISITION	C
PROGRAM NO.1.	
ETHYL CORPORATION	E
EVERGREEN ENERGY RESOURCES LTD.	C
FIN RESOURCES INC.	A E
FIRAN GLENDALE CORPORATION	C
FLAGSTAFF RESOURCE	C
EXPLORATIONS LIMITED	
FOOTHILLS PIPE LINES	E
(YUKON) LTD.	
FRONTIER ACCEPTANCE	A E
CORPORATION LIMITED	
FRUEHAUF CANADA INC.	E
GALINEE MATTAGAMI MINES LIMITED	C
GALVESTON PETROLEUMS LTD.	C
GAMBIT CONSOLIDATED	A
EXPLORATIONS LTD.	
GENSTAR LIMITED	E
GEOLEX RESOURCES LTD.	C
GETTY OIL COMPANY	E
GOLDFUND LTD.	E
GOLD VALLEY RESOURCE	C
EXPLORATIONS LIMITED	
GREAT LAKES FOREST	E
PRODUCTS LIMITED	
GREYHOUND LINES OF CANADA LTD.	E
GUARDIAN GROWTH FUND LIMITED	C
GULF & WESTERN INDUSTRIES INC.	E
GULF CANADA LIMITED	E
GULFSTREAM RESOURCES	E
CANADA LIMITED	
GULL LAKE ENERGY RESOURCES LTD.	E
HARDEE FARMS INTERNATIONAL LTD.	A
HAYES-DANA INC.	E
HEADWAY CORPORATION LIMITED	E
HEMISPHERE FUND, INC.	C
HENNINGER BREWERY (ONTARIO) LTD.	A C
JONES HEWARD FUND LTD.	A B E
HIRAM WALKER GOODERHAM	E
& WORTS LIMITED	
HOME OIL CO.	E
HUDSON'S BAY OIL AND GAS	E
COMPANY LIMITED	
HUSKY OIL LTD.	E
IMPERIAL GENERAL	E
PROPERTIES LIMITED	
INVEST FUND	A

JUPITER RESOURCE EXPLORATIONS LIMITED	C
KAISER RESOURCES LTD.	E
KALROCK DEVELOPMENTS LIMITED	A
KAM-KOTIA MINES LIMITED	E
KELSEY-HAYES CANADA LIMITED	C
KENARTHA OIL AND GAS COMPANY LIMITED	A B C
LABRADOR MINING AND EXPLORATION COMPANY LIMITED	E
LAIDLAW TRANSPORTATION LIMITED	D E
LAKE ONTARIO CEMENT LIMITED	E C
LAVA CAP RESOURCES LTD.	E
LOBLAW COMPANIES LIMITED	E
LOBLAWS LIMITED	E
LOBO MINES & EXPLORATIONS LIMITED	A
LOCHIEL EXPLORATION LTD.	E
LONE PINE RESOURCE EXPLORATIONS LIMITED	C
LORNEX MINING CORPORATION LTD.	E
LOST RIVER MINING CORPORATION	E
LOUISBURG PROPERTY HOLDINGS LIMITED	C
MPG INVESTMENT CORPORATION LIMITED	E
MACMILLAN BLOEDEL LIMITED	E
MAGNA INTERNATIONAL INC.	E
MAISLIN INDUSTRIES LTD.	E
MANITOU-BARVUE MINES LIMITED	E
MARKBOROUGH PROPERTIES LIMITED	E
MEADOWVALE APARTMENT PROJECT (PHASE I)	C
METRO-MATIC SERVICES LIMITED	C
MIDLAND NICKEL CORPORATION LIMITED	A C
MINEDEL MINES LIMITED	C
MITEL CORPORATION	E
MULTI-MINERALS LIMITED	C
NATIONAL DRUG AND CHEMICAL COMPANY OF CANADA LIMITED	C
NEW CINCH URANIUM LIMITED	E
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	E
NEWFOUNDLAND TELEPHONE COMPANY LIMITED	E

NICKEL OFFSETS LIMITED	E
NORANDA MINES LIMITED	E
NORTHERN TELECOM LIMITED	E
NOWSCO WELL SERVICE LTD.	E
ONAPING RESOURCES LIMITED	E
PAGE PETROLEUM LTD.	E
PANARTIC OILS LTD.	E
PANCANA INDUSTRIES	E
PANHANDLE EASTERN PIPE LINE COMPANY	E
PARKLAND RESOURCE EXPLORATIONS LIMITED	C
PARLAKE RESOURCES LIMITED	E
PENSTAR HOLDINGS LIMITED	A B
PENNANT RESOURCES LIMITED	E
PINE POINT MINES LIMITED	E
PINEVIEW TOWER APARTMENT PROJECT	C
PRESTON MINES LIMITED	E
PRONTO EXPLORATIONS LIMITED	C
PROVIGO INC.	E
PUBLIC STORAGE CANADIAN PROPERTIES	E
QUEBEC MANITOU MINES LIMITED	E
RARE EARTH RESOURCES LIMITED	E
RAYROCK RESOURCES LIMITED	E
READYFOODS LIMITED	C
REDSTONE RESOURCES INC.	E
THE RESOURCE SERVICE GROUP LTD.	E
RIO ALGOM LIMITED	E
ROYAL TRUSTCO LIMITED	C
ROYCO MINES & ENERGY INC.	E
RUNNING	C
SEEL MORTGAGE INVESTMENT CORPORATION	C E
SHELL CANADA LTD.	E
SHEPHERD PRODUCTS LIMITED	A B
SILKNIT LIMITED	E
SIMPSONS-SEARS LIMITED	E
SOGEPET LIMITED	E
SOUTHAM INC.	C
SPANEX RESOURCES LIMITED	C
STANDARD TRUST COMPANY	C

STUART HOUSE	E
INTERNATIONAL LIMITED	
SUMMIT GOLD MINES INC.	A
SUNCOR INC.	E
SUPERIOR OIL COMPANY	E
TECUMSEH GAS STORAGE LIMITED	A B
TELE-CAPITAL LTD.	E
TELEDYNE CANADA LIMITED	C
TEMPLE EXPLORATIONS INC.	A B
TEXACO CANADA INC.	E
TEXASGULF INC.	E
THOMPSON-LUNDMARK GOLD MINES LIMITED	A B
TORONTO-DOMINION BANK	B
TRANS CANADA PIPE LINES LTD.	E
TRINITY RESOURCES LTD.	E
UNIVERSAL SAVINGS EQUITY FUND LIMITED	A
VESTGRON MINES LIMITED	C
VILLE MARIE EXPLORATIONS LIMITED	A
VULCAN INDUSTRIAL PACKAGING LIMITED	E
HIRAM WALKER-GOODERHAM & WORTS LIMITED	E
WARDAIR INTERNATIONAL LTD.	E
WESTERN MINES LIMITED	E
WESTERN URANIUM EXPLORATIONS INC.	C
WESTINGHOUSE CANADA LIMITED	C
WOODSREEF MINERALS LTD.	E
YORKSHIRE COPPER MINES LIMITED	A

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 12 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 12, 1979	Holshawa Limited	Madax International Corporation Common Shares	\$ U.S. 2.25	10,000 shrs
Oct. 12, 1979	367589 Ontario Limited	"	U.S. 2.25	10,000 "
Oct. 12, 1979	Mr. H.R. Lawson	"	U.S. 2.25	10,000 "
Oct. 12, 1979	Danjovic Inc.	"	U.S. 2.25	20,000 "
Oct. 12, 1979	Mr. Maurice Price	"	U.S. 2.25	15,000 "
Oct. 12, 1979	The Trading Corporation Ltd.	"	U.S. 2.25	50,000 "
Oct. 12, 1979	John L. MacKay, Trustee for Robert Steinbach Trust	"	U.S. 2.25	3,000 "
Oct. 12, 1979	Mrs. Nancy A. Osler	"	U.S. 2.25	25,000 "
Oct. 12, 1979	John L. MacKay, Trustee for The Ann Steinbach Trust	"	U.S. 2.25	3,000 "
Oct. 12, 1979	Mr. Gordon P. Osler	"	U.S. 2.25	25,000 "
Oct. 12, 1979	Mr. C.H. Steinbach	"	U.S. 2.25	3,000 "
Oct. 12, 1979	373081 Ontario Limited	"	U.S. 2.25	5,000 "
Oct. 12, 1979	Mr. A. Douglas Holt	"	U.S. 2.25	26,000 "
Oct. 12, 1979	Medshire Investments Limited	"	U.S. 2.25	2,000 "
Oct. 12, 1979	Kingboll Investments Limited	"	U.S. 2.25	20,000 "
Oct. 12, 1979	Soudan Management Services Limited	"	U.S. 2.25	8,000 "
Oct. 12, 1979	J.L. MacKay Consultants Limited	"	U.S. 2.25	20,000 "
Oct. 12, 1979	John J. Shepherd	"	U.S. 2.25	5,000 "
Oct. 12, 1979	Anmercosa Finance Limited	"	U.S. 2.25	60,000 "

FORMS 11 AND 19 ACHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 12, 1979	Stuart Horne	Madax International Corporation Common Shares	\$ U.S. 2.25	30,000 shrs
Oct. 12, 1979	Lutoda (Bermuda) Limited	"	U.S. 2.25	10,000 "
Oct. 12, 1979	Investors Calabras (Bermuda) Limited	"	U.S. 2.25	20,000 "
Oct. 12, 1979	N.M.S.M. Associates Limited	"	U.S. 2.25	10,000 "
Oct. 17, 1979	Mr. George W. Oughtred	"	U.S. 2.25	100,000 "
Oct. 18, 1979	HCI Holdings Ltd	GM Resources Limited - Common Shares with Option-Put arrangement until January 14, 1984	5.05	500,000 "

FORMS 12 AND FORM 19 SCHEDULE 3 - RESALE OF SECURITIES

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Sep. 21- Oct. 11, 1979	March 29, 1974	Gayno Inc.	Amalgamated Larder Mines Limited - Common Shares	\$.35 to .415	129,500 shrs

SUPPLEMENT "X" TO WEEKLY SUMMARY, WEEK ENDING
26TH OCTOBER, 1979.

AN ACT TO AMEND THE SECURITIES ACT, 1978

On October 23, the Honourable Frank Drea, Minister of Consumer and Commercial Relations, introduced before the Legislative Assembly An Act to amend The Securities Act, 1978. This was given first reading as Bill 156. It is hoped that the bill will proceed through the other stages of the legislative process relatively expeditiously.

A copy of the bill is attached. It consolidates the provisions of Bill 132, published in the weekly summary for June 15, 1979, with the additional proposed amendments published in the weekly summary for August 10, 1979. In each case, certain revisions have been made to reflect comments received in response to the Commission's request for comments. In addition, Bill 156 includes a new provision, section 62. This will permit Cabinet to adopt regulations providing for short form prospectuses and summary prospectuses. The Commission hopes to publish for comments in the near future draft regulations that would include provisions making use of this new section in the context of prospectuses for mutual funds and for junior mining companies.

Attachment

BILL

1979

An Act to amend
The Securities Act, 1978

HER MAJESTY, by and with the advice and consent of
the Legislative Assembly of the Province of Ontario,
enacts as follows:

1(1), par. 24,
subpar. ii,
re-enacted

1. Subparagraph ii of paragraph 24 of subsection 1
of section 1 of The Securities Act, 1978, being
chapter 47, is repealed and the following substituted
therefor:

- ii. an omission to state a material fact
that is required to be stated or that
is necessary to make a statement not
misleading in the light of the
circumstances in which it was made.

2,
amended

2. Section 2 of the said Act is amended by adding
thereto the following subsection:

hearings in
conjunction
with other
securities
commissions

- (4) The Commission may hold hearings in or
outside Ontario in conjunction with any other
body empowered by statute to administer or
regulate trading in securities and may
consult with that other body during the
course of a hearing.

34(1), par. 2,
re-enacted

3. Paragraph 2 of subsection 1 of section 34 of the
said Act is repealed and the following substituted
therefor:

- 2. An isolated trade by or on behalf of an
issuer in a specific security of its own
issue, for the issuer's account, or by or
on behalf of an owner in a specific security,
for the owner's account, where the trade is
not made in the course of continued and
successive transactions of a like nature, and
is not made by a person or company whose usual
business is trading in securities.

57(1),
amended

4.-(1) Subsection 1 of section 57 of the said Act is amended by inserting after "3" in the first line "of this section and subsection 2 of section 62".

57(2),
amended

(2) Subsection 2 of the said section 57 is amended by inserting after "3" in the first line "of this section and subsection 2 of section 62".

58(1),
amended

5. Subsection 1 of section 58 of the said Act is amended by adding at the beginning thereof "Subject to subsection 2 of section 62".

60(1),
amended

6. Subsection 1 of section 60 of the said Act is amended by inserting after "2" in the first line "of this section and subsection 4 of section 62".

62,
re-enacted

7. Section 62 of the said Act is repealed and the following substituted therefor:

short form
prospectus

62.-(1) A person or company may, if permitted by the regulations, file a short form of preliminary prospectus and a short form of prospectus in the prescribed form under section 52, or a short form of pro forma prospectus and a short form of prospectus in the prescribed form under section 61, and any such prospectus that complies with the regulations applicable thereto shall, for the purposes of section 55, be considered to provide sufficient disclosure of all material facts relating to the securities issued or proposed to be distributed under the prospectus.

alternative
certificates

(2) A short form prospectus may contain one or more forms of certificate to be signed as alternatives to the forms of certificate set out in subsections 1 and 2 of section 57 and subsection 1 of section 58 and where any

such certificate in a short form prospectus is used in accordance with the regulations, it is not necessary to use the alternative certificate required by subsections 1 and 2 of section 57 and subsection 1 of section 58, as the case may be.

- summary statement
- (3) A person or company may, if permitted by the regulations, file a summary statement as a separate document in the prescribed form together with a prospectus filed under section 52 or 61.
- refusal of summary statement
- (4) Where a summary statement is filed with a prospectus, the Director shall not issue a receipt for the prospectus if it appears to him that the summary statement does not comply with the regulations applicable thereto.
- delivery of summary statement
- (5) A summary statement filed with a prospectus for which a receipt has been issued may be sent or delivered by a dealer to a purchaser of securities instead of a prospectus as required in section 70, and, where a dealer so elects, the provisions of sections 70 and 130 with respect to a prospectus apply with necessary modifications to a summary statement.
- delivery of prospectus on request
- (6) Every summary statement sent or delivered to a purchaser shall contain a statement informing the purchaser that a copy of the prospectus which was filed with the summary statement will be provided to the purchaser on request and each person or company who signs or causes to be signed, as the case may be, the certificate contained in the prospectus, shall ensure compliance with any such request.
- summary statement without force and effect
- (7) Where, during the distribution or distribution to the public of a security under a prospectus, an order is made to cease trading in the security, or the receipt issued by the Director for the prospectus is revoked or the prospectus lapses or the use of a prospectus is otherwise prohibited by the Act, the regulations or by a decision of the Commission or an order of a court, a summary statement filed with the prospectus shall cease to have force and effect for the purposes of section 70 unless the Director otherwise orders.

ability
t
ected

(8) Nothing in this section shall be construed to provide relief from liability arising under section 126 of the Act where a misrepresentation is contained in a prescribed short form prospectus and, for the purposes of section 126, where a misrepresentation is contained in a summary statement filed with a prospectus, the misrepresentation shall be deemed to be contained in the prospectus.

69(3),
ended

8. Subsection 3 of section 69 of the said Act is amended by striking out "and upon every dealer who has notified the Commission of his intention to engage in the distribution of the securities" in the third and fourth lines.

71(1) (b),
-enacted

9.-(1) Clause b of subsection 1 of section 71 of the said Act is repealed and the following substituted therefor:

(b) the trade is an isolated trade by or on behalf of an issuer in a specific security of its own issue, for the issuer's account, where the trade is not made in the course of continued and successive transactions of a like nature, and is not made by a person or company whose usual business is trading in securities.

71(7) (b) (i),
ended

(2) Subclause i of clause b of subsection 7 of the said section 71 is amended by striking out "proposed trade" in the fifth line and inserting in lieu thereof "first trade made to carry out the distribution".

73(1),
-enacted

10. Subsection 1 of section 73 of the said Act is repealed and the following substituted therefor:

emption
der

(1) The Commission may, upon the application of an interested person or company, rule that any trade, intended trade, security, person or company is not subject to section 24 or 52 where it is satisfied that to do so would not be prejudicial to the public interest, and may impose such terms and conditions as are considered necessary.

76,
-enacted

11. Section 76 of the said Act is repealed and the following substituted therefor:

erim
nancial
statements

76.-(1) Every reporting issuer that is not a mutual fund shall file within sixty days of the date to which it is made up an interim financial statement,

(a) where the reporting issuer has not completed its first financial year, for the periods commencing with the beginning of that year and ending nine, six and three months respectively before the date on which that year ends, but no interim financial statement is required to be filed for any period that is less than three months in length;

(b) where the reporting issuer has completed its first financial year, to the end of each of the three-month, six-month and nine-month periods of the current financial year that commenced immediately following the last financial year, including a comparative statement to the end of each of the corresponding periods in the last financial year,

made up and certified as required by the regulations and in accordance with generally accepted accounting principles.

(2) Every mutual fund in Ontario shall file within sixty days of the date to which it is made up an interim financial statement,

(a) where the reporting issuer has not completed its first financial year, for the period commencing with the beginning of that year and ending six months before the date on which that year ends but, if the first financial year is less than six months in length, no interim financial statement is required to be filed;

(b) where the reporting issuer has completed its first financial year, for the six-month period of the current financial year that commenced immediately following the last financial year,

made up and certified as required by the regulations and in accordance with generally accepted accounting principles.

88(2),
ended

12.-(1) Subsection 2 of section 88 of the said Act is amended by striking out "Subject to section 91" in the first line and inserting in lieu thereof "Subject to subsection 1 of section 91".

88(2)(d),
-enacted

(2) Clause d of subsection 2 of the said section 88 is repealed and the following substituted therefor:

- (d) it involves the acquisition of not more than 5 per cent of the voting securities of the offeree company but the aggregate number of voting securities acquired by the offeree, his associates or affiliates within any period of twelve consecutive months in reliance on the exemption provided by this clause shall not, when aggregated with acquisitions made under clause a during the same twelve-month period, exceed 5 per cent. of the outstanding voting securities of the offeree company at the beginning of the period, and this clause does not apply to any purchase of voting securities in which there is a published market if that purchase is effected above the market price at the date of purchase plus reasonable brokerage fees or other commission; or

88(3)(a),
-enacted

(3) Clause a of subsection 3 of the said section 88 is repealed and the following substituted therefor:

- (a) the securities are purchased, redeemed or otherwise acquired in accordance with terms and conditions attaching thereto that permit the purchase, redemption or acquisition of the securities by the issuer without the prior agreement of the owners of the securities, or the securities are acquired to meet sinking fund requirements or are acquired from an employee of the issuer or an employee of an affiliate.

89(1),
ar.10,
ended

13.-(1) Paragraph 10 of subsection 1 of section 89 of the said Act is amended by adding at the end thereof "but those securities shall be counted in the determination of whether a condition as to the minimum number of securities the offeror is bound or willing to take up has been fulfilled".

89(1),
ar.12,
ended

(2) Paragraph 12 of subsection 1 of the said section 89 is amended by striking out "to withdraw the offer if" in the second line and inserting in lieu thereof "not to take up and pay for shares deposited if".

89(1),
 ar.12(b),
 ended

(3) Clause b of paragraph 12 of subsection 1 of the said section 89 is amended by striking out "or" in the fifth line and inserting in lieu thereof "and" and by striking out "that" in the seventh line.

.89(1),
 ar.13,
 ended

(4) Paragraph 13 of subsection 1 of the said section 89 is amended by striking out "making" in the fourth line and inserting in lieu thereof "date".

.90(1),
 e-enacted

14.-(1) Subsection 1 of section 90 of the said Act is repealed and the following substituted therefor:

notice of
 variation in
 take-over bid
 or issuer
 bid

(1) Where a significant change has occurred in the information contained in a take-over bid circular or issuer bid circular while the offer is still outstanding or where a take-over bid or an issuer bid has been varied by changing any of its terms, every person or company whose shares have not been taken up and paid for and who has been sent the take-over bid circular or issuer bid circular shall be sent notice of such change or variation and,

- (a) except where the variation or change is solely an increase in the amount of cash offered or relates to some other matter prescribed in the regulations for purposes of clause b, the date of the take-over bid or issuer bid shall, for the purposes of paragraphs 3 and 4 of subsection 1 of section 89, be deemed to be the date of the sending of the notice of such change or variation, and if the twenty-one day period referred to in paragraph 2 of that subsection or the thirty-five day period referred to in paragraphs 7 and 13 of that subsection would otherwise expire less than ten days after the date of the sending of the notice of such change or variation then paragraphs 2, 7 and 13 shall be read as if the periods therein referred to expire ten days after the date of the sending of such notice of change or variation; and

- (b) where the variation or change is solely an increase in the amount of cash offered or relates to some other matter prescribed in the regulations for purposes of this clause, then the period in which securities may be deposited shall not expire less than three business days after the sending of the notice of change or variation and the time periods referred to in paragraphs 2, 7 and 13 of subsection 1 of section 89 shall be extended to the extent necessary to permit compliance with this clause,

but a variation in the terms of an offer shall not result in an extension of the thirty-five day period referred to in paragraphs 7 and 13 of subsection 1 of section 89 unless the offeror files with the Commission a certificate of two senior officers duly authorized to execute the certificate that the variation is made for proper business purposes and not merely to obtain an extension of that period.

90,
ended

(2) The said section 90 is amended by adding thereto the following subsection:

- (1a) For purposes of subsection 1, a change that is not within the control of the offeror or of an affiliate of the offeror shall not be considered to be significant unless it is a material change affecting the affairs of the issuer of securities being offered in exchange for securities of the offeree company and, while an offer is outstanding, the exercise of a right contained in a take-over bid or an issuer bid to modify the terms of the offer or to waive a condition of the offer shall be considered to be a variation which changes the terms of the take-over bid or the issuer bid.

99,
ended

15. Section 99 of the said Act is amended by adding thereto the following clause:

- (f) change the time periods set out in sections 89 and 90 in their application to take-over bids or issuer bids that are subject to corresponding requirements, but with different time periods, imposed under applicable legislation of Canada or of a province or territory of Canada, and such change shall apply to take-over bids or issuer bids that satisfy the criteria set out in the order of the Commission making the change.

.131(1,2),
re-enacted

16.-(1) Subsections 1 and 2 of section 131 of the said Act are repealed and the following substituted therefor:

liability of
person or
company in
special
relationship
with a
reporting
issuer
where material
fact or change
disclosed

- (1) Every person or company in a special relationship with a reporting issuer who sells the securities of the reporting issuer with knowledge of a material fact or material change with respect to the reporting issuer that has not been generally disclosed and every person or company in a special relationship with a reporting issuer who, directly or indirectly, other than in the necessary course of business, communicates knowledge of the material fact or material change to another person or company who thereafter sells securities of the reporting issuer is liable to compensate the purchaser of the securities for damages as a result of the trade unless,
- (a) the person or company in the special relationship with the reporting issuer had reasonable grounds to believe that the material fact or material change had been generally disclosed;
 - (b) the material fact or material change was known or ought reasonably to have been known to the purchaser; or
 - (c) the person or company in the special relationship with the reporting issuer proves that he or it did not make use of knowledge of the material fact or material change in selling the securities or in communicating knowledge of the material fact or material change, as the case may be.

(2) Every person or company in a special relationship with a reporting issuer who purchases the securities of the reporting issuer with knowledge of a material fact or material change with respect to the reporting issuer that has not been generally disclosed and every person or company in a special relationship with the reporting issuer who, directly or indirectly and, other than in the necessary course of business, communicates knowledge of the material fact or material change to another person or company who thereafter purchases securities of the reporting issuer is liable to compensate the vendor of the securities for damages as a result of the trade unless,

(a) the person or company in the special relationship with the reporting issuer had reasonable grounds to believe that the material fact or material change had been generally disclosed;

(b) the material fact or material change was known or ought reasonably to have been known to the vendor; or

(c) the person or company in the special relationship with the reporting issuer proves that he or it did not make use of knowledge of the material fact or material change in purchasing the securities or in communicating knowledge of the material fact or material change, as the case may be.

131(4,5),
-enacted

(2) Subsections 4 and 5 of the said section 131 are repealed and the following substituted therefor:

count-
ility
r gain

(4) Every person or company in a special relationship with a reporting issuer who is an insider or an associate or affiliate of the reporting issuer and who,

(a) sells or purchases the securities of the reporting issuer with knowledge of a material fact or material change with respect to the reporting issuer that has not been generally disclosed; or

(b) directly or indirectly communicates, other than in the necessary course of business, knowledge of a material fact or material change with respect to the reporting issuer that has not been generally disclosed to another person or company who thereafter sells or purchases securities of the reporting issuer,

is accountable to the reporting issuer for any benefit or advantage received or receivable by him or it as a result of the purchase, sale or communication, as the case may be, unless,

- (c) the person or company in the special relationship with the reporting issuer had reasonable grounds to believe that the material fact or material change had been generally disclosed;
- (d) the material fact or material change was known or ought reasonably to have been known to the purchaser or vendor of the securities, as the case may be;
- (e) the person or company in the special relationship with the reporting issuer proves that he or it did not make use of knowledge of the material fact or material change in selling or purchasing the securities or in communicating knowledge of the material fact or material change, as the case may be.

ability,
int and
veral

- (5) Where more than one person or company in a special relationship with a reporting issuer is liable under subsection 1 or 2 as to the same transaction or series of transactions, their liability is joint and several.

139,
r.1,
-enacted

17.-(1) Paragraph 1 of section 139 of the said Act is repealed and the following substituted therefor:

- 1. prescribing categories for persons and companies and the manner of allocating persons and companies to categories, including permitting the Director to make such allocations, and prescribing the form and content of and governing the use of prospectuses, preliminary prospectuses, pro forma prospectuses, summary statements and statements of material facts to be filed by, and financial conditions applicable to, persons and companies in accordance with their categories.

139,
ended

(2) The said section 139 is amended by adding thereto the following paragraphs:

8a. governing the furnishing of information by a registrant or class of registrants to a person or company recognized by the Commission and governing the payment of fees with respect thereto;

27a. requiring any issuer or class of issuers to comply with Part XVII or any provision thereof.

commence-
ment

18. This Act comes into force on a day to be named by proclamation of the Lieutenant Governor.

short title

19. The short title of this Act is The Securities Amendment Act, 1979.

Explanatory Notes

The Securities Amendment Act, 1979

Section 1. Paragraph 24 of subsection 1 of section 1 now reads as follows:

24. "misrepresentation" means,

i. an untrue statement of material fact, or

ii. an omission to state a material fact.

The amendment clarifies the nature of an omission that will be interpreted as a misrepresentation.

Section 2. The amendment clarifies the powers of the Commission where hearings of the Commission and other securities commissions are combined to deal with circumstances involving identical or similar issues and parties.

Section 3. The paragraph is re-enacted to clarify that the exemption from registration requirements provided by section 34 of the Act applies to an isolated trade by or on behalf of an issuer in a specific security of its own issue.

Section 4. The amendment is complementary to the amendment contained in section 7 of the Bill.

Section 5. The amendment is complementary to the amendment contained in section 7 of the Bill.

Section 6. The amendment is complementary to the amendment contained in section 7 of the Bill.

Section 7. The amendment replaces section 62 of the Act. The provision being repealed places a duty on dealers to notify the Commission at the beginning and conclusion of a distribution to the public. Since the information filed with the Commission under this section has not been applied to any particular purpose, the section is not required.

The new section 62 provides for the use of short form prospectuses and summary statements. A short form prospectus may be filed by persons or companies permitted by the regulations for the purpose of meeting the prospectus requirements of the Act as an alternative to filing a longer form of prospectus. A summary statement may be distributed by persons or companies permitted by the regulations as an alternative to the distribution of a prospectus under

Explanatory Notes

- 2 -

section 70 of the Act. A provision requires that every summary statement shall contain a statement informing a person who receives a summary statement that a copy of the prospectus will be made available to the purchaser upon request.

Section 8. The amendment is complementary to the amendment contained in section 7 of the Bill.

Section 9. Subsection 1. The amendment is complementary to the amendment contained in section 3 of the Bill. The clause is re-enacted to clarify that the exemption from prospectus requirements provided by section 71 of the Act applies to an isolated trade by or on behalf of an issuer in a specific security of its own issue.

Subsection 2. The current wording of section 71(7)(b)(i) indicates that the notice therein referred to must be filed before each trade. The amendment requires only that the notice be filed before the first trade in the series of trades that may be required to effect the distribution.

Section 10. Subsection 1 of section 73 now reads as follows:

- (1) The Commission may, upon the application of an interested person or company, rule that an intended trade is not subject to section 24 or 52 where it is satisfied that to do so would not be prejudicial to the public interest, and may impose such terms and conditions as are considered necessary.

The provision, as re-enacted, permits the Commission to exempt a trade, security, person or company as well as an intended trade from the requirements of section 24 or 52.

Section 11. The re-enactment of section 76 clarifies that each reporting issuer is required to file a cumulative interim financial statement at the end of each three month period in a financial year. Clause a in subsection 1 and clause a in subsection 2 of section 76 set out slightly different procedures to apply where a reporting issuer has not completed its first financial year in order to ensure that comparable reporting periods are established for the first financial year and subsequent years.

Explanatory Notes

- 3 -

Section 12. Subsection 1. The amendment clarifies the application of subsection 2 of section 88 of the Act (exempted take-over bids).

Subsection 2. Clause d of subsection 2 of section 88 now reads as follows, showing underlined the portion of the clause amended:

- (d) it involves the acquisition of not more than 5 per cent of the voting securities of the offeree company but the aggregate number of voting securities acquired by the offeror, his associates or affiliates, within any period of twelve consecutive months in reliance on the exemptions provided by this subsection, shall not exceed 5 per cent of the outstanding voting securities of the offeree company at the beginning of the period, and this clause does not apply to any purchase of voting securities in which there is a published market if that purchase is effected above the market price at the date of purchase plus reasonable brokerage fees or other commission; or

.

The amendment relates the operation of the take-over bid exemption provided by clause d of subsection 2 to the exemption set out in clause a only, rather than to all the exemptions set out in the subsection.

Subsection 3. Clause a of subsection 3 of section 88 now reads as follows:

- (3) An issuer bid is exempted from the requirements of this Part where,
- (a) the securities are purchased, redeemed or otherwise acquired in accordance with the terms and conditions agreed to at the time they were issued or subsequently varied by amendment of the documents setting out those terms and conditions, or are acquired to meet sinking fund requirements or from an employee of the issuer or an employee of an affiliate.

The amendment clarifies the nature of the exemption available under clause a.

Explanatory Notes

- 4 -

Section 13. Subsection 1. The amendment prevents an offeror from frustrating acceptance of the offer contained in the take-over bid circular by his own purchases in the market.

Subsections 2, 3, 4. The amendments are housekeeping in nature.

Section 14. Subsection 1. Subsection 1 of section 90, as re-enacted, clarifies the manner in which the time available for accepting take-over bids is extended when significant as well as relatively insignificant variations or changes are introduced into the bid.

Subsection 2. The new subsection 1a of section 90 clarifies the types of significant changes and variations in take-over bids or issuer bids that invoke the notice requirements set out in subsection 1 of section 90.

Section 15. The proposed amendment to section 99 provides a mechanism for avoiding interjurisdictional conflicts where the time periods in other jurisdictions related to a take-over bid or an issuer bid are different than the time periods set out in sections 89 and 90 of the Act.

Section 16. Section 131 makes every person or company in a special relationship with a reporting issuer liable for damages resulting from the improper use of his knowledge of a material fact or material change related to the reporting issuer that has not been generally disclosed.

The amendments clarify that it is the person or company in a special relationship with a reporting issuer who is liable for damages under the section. The amendments also clarify the circumstances in which a person or company in a special relationship with a reporting issuer will be held accountable for a gain arising from a transaction involving the improper use of information.

Section 17. Subsection 1. Paragraph 1 of section 139 is re-enacted in order to provide regulation-making authority for the purposes of the new section 62 of the Act contained in section 7 of the Bill. The provision, as re-enacted, also permits the Lieutenant Governor in Council to delegate authority to the Director to allocate persons and companies to prescribed categories of persons and companies.

Subsection 2. The amendment creates two additional regulation-making powers. Paragraph 8a expands the authority currently provided by paragraph 8 of section 139 to make regulations governing the furnishing of information to the public or to the Commission by a registrant. Paragraph 27a permits the Lieutenant Governor in Council to require, by regulation, that an issuer or class of issuers comply with the continuous disclosure provisions of the Act.

ISSN 0030-3100



10 Wellesley Street East
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ONTARIO SECURITIES COMMISSION

W E E K L Y S U M M A R Y

WEEK ENDING 2ND NOVEMBER, 1979

THE NEXT ISSUE OF THE WEEKLY SUMMARY WILL BE
PUBLISHED ON MONDAY, 19TH NOVEMBER, 1979,
BECAUSE OF THE REMEMBRANCE DAY HOLIDAY IN THE
INTERVENING PERIOD.

- - - - -

WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

SUPPLEMENT "C"

NATIONAL AND UNIFORM ACT
POLICIES

Attached as Supplement "C" are
replacement pages for many of
the national and uniform act
policies. Please insert these
pages in your policy manual.

SUPPLEMENT "X"

AMENDED NATIONAL POLICY NO. 28,
MUTUAL FUNDS: INVESTMENT
RESTRICTIONS - OPTIONS

SUPPLEMENT "X-1"

JAMES C. BAILLIE
REMARKS TO VANCOUVER SECURITIES
SEMINAR - NOVEMBER 2, 1979 -
CURRENT DEVELOPMENTS UNDER
THE SECURITIES ACT, 1978

CEASE TRADING ORDERS

CAMINDEX MINES LIMITED

Temporary cease trading order issued 31st October, 1979, for failure to make statutory filings.
Statutory hearing 14th November, 1979, at 10.00.a.m.

CONSOLIDATED COMPUTER INC.

The cease trading order dated 26th October, 1979, was rescinded 29th October, 1979, the company being now up-to-date with its filings.

MATT BERRY MINES LIMITED

Temporary cease trading order issued 2nd November, 1979, for failure to make statutory filings.
Statutory hearing 16th November, 1979, at 10.00.a.m.

REPUBLIC ORES & MINING CORPORATION LIMITED

The cease trading order dated 23rd October, 1979, was rescinded 31st October, 1979, the company being now up-to-date with its filings.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

FATHOM OCEANOLOGY LIMITED

Upon the application of counsel for Messrs. J. Empey, R. Fjarlie and N. Hale for a ruling, pursuant to S.73 of The Securities Act, 1978, (the "Act"), that the sale by each of Messrs. Empey, Fjarlie and Hale of up to 30,000 common shares of Fathom Oceanology Limited during the twelve month period immediately following the granting of this ruling is not subject to S.52 of the Act, the Ontario Securities Commission ruled that the intended sale by each of Messrs. Empey, Fjarlie and Hale of up to 30,000 common shares of Fathom Oceanology Limited during the twelve month period commencing November 1, 1979, is not subject to S.52 of the Act, on the following terms and conditions:

1. That each of Messrs. Empey, Fjarlie and Hale
 - (a) may sell a maximum of 5,000 shares in any month;
 - (b) shall file with the Ontario Securities Commission, at least seven days and not more than fourteen days prior to the first trade made by him pursuant to this ruling,
 - (i) a notice of intention to sell, disclosing the method of distribution, the number of shares to be sold and the particulars of any control position in Fathom Oceanology Limited known to him, and
 - (ii) a certificate signed by him as at a date not more than twenty-four hours prior to its filing, stating

"I hereby represent that I have no knowledge of any material change which has occurred in the affairs of Fathom Oceanology Limited which has not been generally disclosed and reported to the Ontario Securities Commission nor have I any knowledge of any other material adverse information in regard to the current and prospective operations of Fathom Oceanology Limited which has not been generally disclosed".

(c) shall file, on the first day of each month during which shares are to be sold, subsequent to the month in which the first trade occurs

- (i) a notice of intention to sell disclosing the method of distribution, the number of shares to be sold and the particulars of any control position in Fathom Oceanology Limited known to him, and
- (ii) a certificate signed by him as at a date not more than twenty-four hours prior to its filing, stating

"I hereby represent that at no time during the period subsequent to the date of the last certificate given by me respecting the sale of shares of Fathom Oceanology Limited to and including the date of this certificate have I had, or do I have, knowledge of any material change which has occurred in the affairs of Fathom Oceanology Limited which has not been generally disclosed and reported to the Ontario Securities Commission nor have I had, or do I have, any knowledge of any other material adverse information in regard to the current or prospective operations of Fathom Oceanology Limited which has not been generally disclosed".

(d) shall file insider trading reports after the completion of any trade as required by the provisions of Part XX of the Act and applicable corporate legislation.

2. . That Fathom Oceanology Limited shall apply for listing of its common shares on The Toronto Stock Exchange within three months of its meeting the minimum listing requirements:

3. That, once the common shares of Fathom Oceanology Limited are listed on The Toronto Stock Exchange, copies of all material filed with the Ontario Securities Commission pursuant to condition 1 of this ruling with the exception of the insider trading reports, shall be filed with The Toronto Stock Exchange;

4. That all shares of Fathom Oceanology Limited to be distributed pursuant to this ruling shall be sold solely through an agent who is a registered dealer;
5. That, from such time as the common shares of Fathom Oceanology are listed on The Toronto Stock Exchange, the shares then remaining to be sold pursuant to this ruling shall be sold through the facilities of The Toronto Stock Exchange and subject to the conditions established by the Ontario Securities Commission with The Toronto Stock Exchange;
6. That no unusual effort shall be made to prepare the market or to create a demand for any of the common shares of Fathom Oceanology Limited to be sold pursuant to this ruling either by Messrs. Empey, Fjarlie or Hale or by the registered dealer acting on any of the sales, and that no extraordinary commission or other consideration shall be paid by Messrs. Empey, Fjarlie or Hale in respect of the sales.

OTTER DORCHESTER MUTUAL INSURANCE COMPANY

The order published in the Weekly Summary of 26th October, 1979, contained an error in the name of the company. The word "Life" should be deleted. The order stands in all other respects.

PINETREE EXPLORATIONS LIMITED

On application under S.73 of The Securities Act, 1978, by Rawlings Drilling Company Ltd., the Ontario Securities Commission ruled that the sale by Rawlings Drilling Company Ltd. of up to 116,000 shares of Pinetree Explorations Limited shall not be subject to S.52 of The Securities Act, 1978, on the following terms and conditions:

1. That Rawlings Drilling Company Ltd. shall file a Form 23 with the Ontario Securities Commission at least seven days and not more than fourteen days prior to the first trade made by it pursuant to this ruling.
2. That renewed Forms 23 shall be filed by Rawlings Drilling Company Ltd. in accordance with the time periods provided for in paragraph (3) of the Declaration, Certificate and Undertaking to said Form for so long as trades continue.

SHAWNEE PETROLEUMS LIMITED

On application under S.73 of The Securities Act, 1978, by Talcorp Services Limited, the Ontario Securities Commission ruled as follows:

1. That the exercise by Talcorp Services Limited of two options, each option entitling it to purchase 20,000 shares of Shawnee Petroleum Limited from Dundee-Palliser Resources Inc., pursuant to an agreement dated July 27, 1979, between Talcorp Services Limited and Dundee-Palliser Resources Inc. shall not be subject to S.24 or S.52 of The Securities Act, 1978.
2. That Talcorp Services Limited shall not resell any of the shares of Shawnee Petroleum Limited acquired pursuant to the exercise of the options unless and until Shawnee Petroleum Limited files with the Ontario Securities Commission and sends to shareholders its financial statements for the financial year ended March 31, 1979.

IN THE MATTER OF A FEATURE LENGTH
MOTION PICTURE FILM ENTITLED
"SURFACING"

Upon the application of Surfacing Film Production Inc. under S.73 of The Securities Act, 1978, and pursuant to clause g of S.27 of The Interpretations Act, R.S.O. 1970, c.225, as amended, the Ontario Securities Commission amended a ruling made by it under S.59 of The Securities Act, R.S.O. 1970, c.426, as amended, dated 20th June, 1979, and styled "In the Matter of a Feature Length Motion Picture Film Entitled "Surfacing"" by deleting the words "fifty" and "twenty-five" in paragraph 2 thereof and substituting therefor the words "seventy-five" and "fifty", respectively.

VICTORIA WOOD DEVELOPMENT CORPORATION INC.

WHEREAS VICTORIA WOOD DEVELOPMENT CORPORATION INC. (the "Corporation"), a corporation incorporated and continued under the laws of the Province of Ontario, has made application to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 119(2) of The Business Corporations Act, R.S.O. 1970, c. 53, as amended (the "OBCA") exempting the Corporation from the requirements of Sections 117 and 118(1) of the OBCA with respect to the solicitation of proxies and the preparation and sending to shareholders of proxy solicitation material; and for an order pursuant to Section 117(2)(a)(ii) of The Securities Act, 1978, S.O. 1978, c. 47 (the "OSA") exempting all insiders of the Corporation from the requirements of Section 102 of the OSA with respect to the filing of insider reports with the Commission;

UPON the representation of the Corporation that Kaufman and Broad Limited is the sole shareholder of the Corporation, and the Commission, in reliance upon the said representation, being satisfied that in the circumstances of this particular application there is adequate justification for so doing;

IT IS ORDERED THAT:

1. Pursuant to Section 119(2) of the OBCA, the Corporation be and is hereby exempted from the requirements of Sections 117 and 118(1) of the Act;
2. Pursuant to Section 117(2)(a)(ii) of the OSA, all insiders of the Corporation be and are hereby exempted from the requirements of Section 148 of the Act;

AND IT IS FURTHER ORDERED that this Order shall continue in effect only so long as Kaufman and Broad Limited or any successor or affiliate of Kaufman and Broad Limited remains the only shareholder of the Corporation.

WELLAND WOODS

UPON the application of Quotient Investments Limited under Section 73 of The Securities Act, S.O. 1978, c. 47 the Ontario Securities Commission ruled that trades resulting from the offer and sale by Quotient Investments Limited of units in a multiple unit residential building project known as Welland Woods shall not be subject to Section 24 or Section 52 of The Securities Act, S.O. 1978, c. 47, subject to the following terms and conditions:

1. That solicitation of prospective purchasers and sales of units shall be made only by Quotient Investments Limited.
2. That solicitations shall be made to not more than a total of fifty prospective purchasers and sales shall be made to not more than a total of twenty-five purchasers in respect to all units.
3. That all of the purchases shall be completed within a period of six months of the first purchase.
4. That each purchaser shall have access to substantially the same information concerning Welland Woods that a prospectus would provide and is an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a registered adviser or a registered dealer, is able to evaluate Welland Woods on the basis of the information respecting it presented to him.

5. That the offer and sale of units shall not be accompanied by an advertisement and no selling or promotional expenses shall be incurred in connection therewith except for professional services or for services performed by a registered dealer.

AND IT IS RULED that trades effected pursuant to this ruling shall be deemed to have been and shall be treated in all respects as if they had been, made under Section 71 (1)(p) of The Securities Act, S.O. 1978, c. 47.

IN THE MATTER OF THE MERGER AND AMALGAMATION AGREEMENT (THE "MERGER AND AMALGAMATION AGREEMENT") MADE AS OF OCTOBER 18, 1979, AMONG AMALGAMATED BONANZA PETROLEUM LIMITED ("ABP"), GULF CANADA WESTERN LTD. ("GOWEST"), ROYALITE OIL COMPANY INC. ("ROYALITE") AND GULF CANADA LIMITED ("GULF CANADA")

Upon the joint application of ABP, Gowest, Royalite and Gulf Canada for an order pursuant to Section 73 of The Securities Act, 1978, (the "Act") declaring that each of the following conversions, issues and exchanges of securities involved in (i) the amalgamation of ABP and Gowest into one continuing amalgamated company, namely Gulf Canada Royalite Limited ("Amalco") and (ii) the subsequent exchange of special shares of Amalco for or into special shares of Royalite and, in turn, into common shares of Gulf Canada (all as provided for in the Merger and Amalgamation Agreement), namely:

- (i) the conversion of the outstanding common shares without nominal or par value in the capital of ABP into special shares without nominal or par value ("Amalco Special Shares") of Amalco on a one for one basis;
- (ii) the conversion of the outstanding common shares without nominal or par value in the capital of Gowest into common shares with a par value of \$1.00 each in the capital of Amalco on a one for one basis; and

(iii) the exchange of Amalco Special Shares for shares of special stock ("Royalite Special Shares") in the capital of Royalite on a one for one basis pursuant to the exercise by a holder of Amalco Special Shares of the exchange right attaching to the Amalco Special Shares and the exchange of Royalite Special Shares for common shares without nominal or par value ("Gulf Canada Shares") in the capital of Gulf Canada on the basis of one Gulf Canada Share for a number of Royalite Special Shares determined to the nearest one one-hundredth (1/100th) which shall be equal to one thirtieth (1/30th) of the average closing price at which a board lot of Gulf Canada Shares traded on The Toronto Stock Exchange on each of the five trading days immediately preceding the date of the Information Circular (as hereinafter defined), pursuant to the exercise by a holder of Amalco Special Shares of the exchange right attaching to such shares;

shall, in each case, be deemed not to be distributions and not to require registration under Section 24 of the Act or the filing of a prospectus under Section 52 of the Act, in either case, in respect of any trades in connection therewith;

And upon the Commission having received a copy of the Merger and Amalgamation Agreement and a draft of the information circular (the "Information Circular") to be provided to the shareholders of ABP in connection with the solicitation by management of ABP of proxies for a meeting of such shareholders to be called for the purpose of approving the adoption of the Merger and Amalgamation Agreement and the transactions contemplated pursuant thereto;

The Commission has therefore ordered, acting in reliance upon the information contained in the Information Circular in forming the opinion that to make this order would not be prejudicial to the public interest, that:

- I. (a) the conversion of the outstanding common shares without nominal or par value in the capital of ABP into Amalco Special Shares on a one for one basis;
- (b) the conversion of the outstanding common shares without nominal or par value in the capital of Gowest into common shares with a par value of \$1.00 each in the capital of Amalco on a one for one basis; and

- (c) the exchange of Amalco Special Shares for Royalite Special Shares on a one for one basis pursuant to the exercise by a holder of Amalco Special Shares of the exchange right attaching to the Amalco Special Shares and the exchange of Royalite Special Shares for Gulf Canada Shares on the basis of one Gulf Canada Share for a number of Royalite Special Shares determined to the nearest one one-hundredth ($1/100$ th) which shall be equal to one thirtieth ($1/30$ th) of the average closing price at which a board lot of Gulf Canada Shares traded on The Toronto Stock Exchange on each of the five trading days immediately preceding the date of the Information Circular, pursuant to the exercise by a holder of Amalco Special Shares of the exchange right attaching to such shares;

(all as provided for in the Merger and Amalgamation Agreement) be deemed, in each case, not to be distributions and not to require registration under Section 24 of the Act or the filing of a prospectus under Section 52 of the Act, in either case, in respect of any trades in connection therewith,

all on the condition that the Information Circular and any other material proposed to be sent by ABP relating to the Merger and Amalgamation Agreement and the transactions contemplated thereby shall be sent to all shareholders of ABP, the last address of whom as shown on the books of ABP is in Ontario, and shall be filed with the Commission.

CALGARY POWER LTD.

Whereas Calgary Power Ltd., a corporation incorporated under the laws of Canada (the "Corporation"), has made application to the Ontario Securities Commission (the "Commission") under S.117(2)(a)(ii) of The Securities Act, 1978, (the "Act"), for an order exempting those insiders of the Corporation who are holders of Class B Common Shares of the Corporation from the reporting requirements of S.102 of the Act with respect to Class B Common Shares of the Corporation acquired pursuant to the Corporation's stock dividend accumulation plan, the Director ordered that those insiders of the Corporation who are holders of Class B Common Shares of the Corporation are exempted from the reporting requirements of S.102 of the Act with respect to Class B Common Shares of the Corporation acquired pursuant to the Corporation's stock dividend accumulation plan, subject to the following conditions:

1. That each such insider, within ten days after December 31 of each year, shall file with the Commission an insider report disclosing therein any increase in the holdings of such insider of Class B Common Shares of the Corporation acquired pursuant to the Corporation's stock dividend accumulation plan;
2. That each insider shall file insider reports with the Commission in accordance with S.102 of the Act with regard to all other transactions involving the securities of the Corporation not otherwise exempted by an order of the Commission.

OUTSTANDING REQUESTS FOR COMMENTS

(NOTE: All non-confidential submissions are listed below and are available for inspection in the Public Search Area, 7th Floor, 10 Wellesley Street East, Toronto, M7A 2H7).

1. CALCULATION OF EARNINGS COVERAGE
AND ASSET COVERAGE IN PROSPECTUSES
OF JUNIOR-RANKING DEBT AND PREFERRED
SHARE ISSUES

Weekly Summary - 26th May, 1978.
(Original draft)
Weekly Summary - 19th January, 1979.
(Revised draft)
Comments closed - 2nd March, 1979.

No change to list of submissions
previously published.

2. INCENTIVE MANAGEMENT FEES

Weekly Summary - 2nd March, 1979.
Comments closed - 13th April, 1979.

No change to list of submissions
previously published.

3. PROSPECTUSES FOR SECURITIES
EVIDENCING AN INTEREST IN MULTIPLE
UNIT RESIDENTIAL BUILDINGS ("MURBs")

Weekly Summary - 11th May, 1979.
Comments closed - 6th July, 1979.

No change to list of submissions
previously published.

4. DRAFT NATIONAL POLICY STATEMENT
RE: CHANGE OF AUDITOR OF A
REPORTING ISSUER

Weekly Summary - 22nd June, 1979.
Comments closed - 17th August, 1979.

- Price Waterhouse & Co.
- Touche Ross & Co.
- Thorne Riddell & Co.
- IDA - Ontario District Council
- The Institute of Chartered Accountants
of Ontario
- Peat, Marwick, Mitchell & Co.
- The Investors Group
- Financial Executives Institute Canada

5. APPLICATIONS FROM THE TORONTO STOCK EXCHANGE AND THE INVESTMENT DEALERS ASSOCIATION OF CANADA FOR RECOGNITION AS SELF-REGULATORY ORGANIZATIONS AND FOR EXEMPTIONS FROM THE SEGREGATION REQUIREMENT UNDER THE COMMODITY FUTURES ACT, 1978

Weekly Summary - 6th July, 1979.
Comments closed - 16th August, 1979.

- The Toronto Stock Exchange
- Investment Dealers Association of Canada
- Richardson Securities of Canada
- Siegal, Fogler
- Conticommodity Services (Canada) Ltd.

6. JUNIOR MINING EXPLORATION COMPANIES

Weekly Summary - 6th July, 1979.
Comments closed - 29th August, 1979.

- Salter, Apple, Cousland & Kerbel
- Strathy, Archibald & Seagram
- New Insco Mines Ltd.

7. DISCLOSURE OF DIRECTORS' AND OFFICERS' REMUNERATION UNDER THE SECURITIES ACT, 1978

Weekly Summary - 21st September, 1979.
Comments close - 9th November, 1979.

- Dupont Canada Inc.
8. COMMISSION RATE STRUCTURE OF THE TORONTO STOCK EXCHANGE

Weekly Summary - 28th September, 1979.
Comments close - 15th November, 1979.
9. AMENDED NATIONAL POLICY NO. 28, MUTUAL FUNDS: INVESTMENT RESTRICTIONS - OPTIONS

Weekly Summary - 2nd November, 1979.
Comments close - 21st December, 1979.

FOOTNOTE:

The Commission recognizes that it may sometimes be necessary for persons making a written submission in response to a request for comments to request that it be treated as confidential. For example, it may contain sensitive statistical information. However, the Commission hopes that requests for confidentiality will be restricted, for example by including confidential information in a separate submission or schedule and limiting the request to that separate document. Further, the Commission wishes it understood that it will take into account the unwillingness of the person concerned to make a submission available for public debate in determining what weight should be attached to the arguments advanced. Of course, other considerations may apply where the submissions are made in connection with a disciplinary or other proceeding of a quasi-judicial nature.

STATUTORY DISCLOSURE: REPEAT DEFAULTER

The Commission's attention has been directed to the fact that the following reporting company has failed on at least two separate occasions to file the information required to be furnished to its shareholders by either The Securities Act or The Business Corporations Act within the time limited by statute and has only done so previously after a notice of default has been issued to it by the Commission.

CAMINDEX MINES LIMITED

AGF MONEY MARKET FUND

Final receipt issued October 31, 1979 for prospectus dated October 30, 1979 offering Mutual Fund Units at net asset value.

ALLONT LIMITED

Material relating to a rights offering has been delivered to and is acceptable to the Commission. The Corporation offers to the holders of its Common Shares on the record date, October 26, 1979, the right to subscribe at the price of \$9.80 per share for Common Shares of the Corporation in the ratio of 1 Common Share for each 2.4 Common Shares held on the record date.

AMPAL-AMERICAN ISRAEL CORPORATION

Preliminary prospectus dated April 30, 1979 has been treated as withdrawn.

FILMPLAN INTERNATIONAL INC. (Dirty Tricks, Hog Wild, Scanners)

Final receipt issued October 26, 1979 for prospectus dated October 25, 1979 offering 2,361 Units of undivided interest comprising 100% ownership of three feature-length motion picture films to be produced by Filmplan International Inc. and currently entitled "Dirty Tricks", "Hog Wild" and "Scanners". The price to the public is \$5,000 per Unit.

Agents: Geoffrion, Robert & Gelinas Ltd.
Pemberton Securities Limited

FORTUNE FUND LIMITED

The Proforma Prospectus dated September 26, 1979, is being withdrawn.

INDUSTRIAL AMERICAN FUND

Final receipt issued October 31, 1979 for prospectus dated October 25, 1979 qualifying the sale of Mutual Fund units at their net asset value plus a sales commission.

Agent: Mackenzie Financial Corporation

INDUSTRIAL INCOME FUND

Final receipt issued October 31, 1979 for prospectus dated October 25, 1979 qualifying the sale of Mutual fund units at their net asset value plus a sales commission.

Agent: Mackenzie Financial Corporation

LYNCO MINING DEVELOPMENT INC.

The preliminary prospectus dated October 5, 1979 was withdrawn on October 26, 1979 at the request of the company.

THE OPTIONS CLEARING CORPORATION

Final receipt issued October 29, 1979 for prospectus dated October 29, 1979 pertaining to put and call options that may be purchased or sold on the following securities exchanges.

Chicago Board Options Exchange, Incorporated
American Stock Exchange, Inc.
Philadelphia Stock Exchange, Inc.
Pacific Stock Exchange, Incorporated
Midwest Stock Exchange, Incorporated

QUEBEC EXPLORERS CORPORATION LTD.

Final receipt dated October 30, 1979 issued for a prospectus dated October 12, 1979 qualifying the distribution, on a best efforts basis, of up to a maximum of 1,000,000 common shares through the facilities of the Montreal Stock Exchange at a fixed price to be determined in accordance with the rules of the Exchange. The minimum net proceeds to the Company will be \$150,000. Upon the minimum proceeds being realized, the selling agent will receive an additional 100,000 common shares which will be sold by it at the best price obtainable on the Exchange.
Selling Agent - A. E. Osler, Wills, Bickel Limited

TRANSFERS WITHIN ESCROW

<u>Company</u>	<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Ateba Mines Inc.	Mary Poupore	Joseph Poupore	667
Belore Mines Limited	Harold W. Hauf	Armac Securities Limited	150,000
Chipman Mining & Energy Corporation Ltd.	Green Coast Resources Limited	Inn River Resources Ltd.	87,795
The Hudson Bay Mines Limited	C. E. Bond	Allan J. Wright	1,180
	C. E. Bond	Gerry Kelson	1,180
Indian Mountain Metal Mines Ltd.	John Jacobson	Mrs. John Jacobson	6,497
Phaeton Exploration Ltd. (Formerly Headvue Mines Limited)	E. P. McDonough	J. W. Gemmell, in Trust for the benefit of the Corporation	810,000
	Gerald S. Horgan	J. W. Gemmell, in Trust for the benefit of the Corporation	450,000
Winwest Oil & Mining Limited	Wayne F. Feldman	Poindexter Limited	630,000

- PART B -

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED

OCTOBER 29, 1979

KRISTIANSSEN CYCLE ENGINES LTD.

NATIONAL ISSUE ONTARIO

OFFERING 275,000 COMMON SHARES WITHOUT PAR VALUE.

AGENT: A.E. AMES & CO. LIMITED

OCTOBER 31, 1979

DRUMMOND MCCALL INC.

NATIONAL ISSUE QUEBEC

ISSUE OF COMMON SHARES.

UNDERWRITERS: WOOD GUNDY LIMITED
GREENSHIELDS INCORPORATED

TRAPPER RESOURCES LTD.

NATIONAL ISSUE ALBERTA

OFFERING 500,000 COMMON SHARES (WITHOUT NOMINAL OR PAR VALUE).

UNDERWRITER: WALWYN, STODGELL, COCHRAN, MURRAY LIMITED

NOVEMBER 1, 1979

DOVERCLIFF MINERALS LTD.

OFFERING 300,000 COMMON SHARES (WITHOUT PAR VALUE).

UNDERWRITER: GORDON-DALY GRENADIER LIMITED

SECONDARY OFFERING: 100,000 SHARES

MID-EAST DEVELOPMENTS LTD.

NATIONAL ISSUE ALBERTA

OFFERING 400,000 COMMON SHARES (WITHOUT NOMINAL OR PAR VALUE).

AGENTS: REGISTERED DEALERS OF ALBERTA AND ONTARIO

GULF STREET PARTNERSHIP

NATIONAL ISSUE ONTARIO

\$1,800,000 OFFERING DIVIDED INTO 180 LIMITED PARTNERSHIP UNITS.

PRICE: \$10,000 PER UNIT.

AGENT: HEADWAY INVESTMENTS INC.

AMENDMENTS RECEIVED

OCTOBER 29, 1979

CANREIT INVESTORS LIMITED

AMENDMENT #1 DATED OCTOBER 12, 1979 TO PROSPECTUS DATED
APRIL 18, 1979.

NOVEMBER 1, 1979

FIRST AMENDMENT DATED OCTOBER 26, 1979 TO PROSPECTUS
DATED APRIL 27, 1979.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING
REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION
THEY HAVE CEASED DISTRIBUTION

AURELIAN SMALL BUSINESS DEVELOPERS LTD.

St. Lawrence Securities Limited - October 24, 1979

COSTAIN LIMITED

Pitfield Mackay Ross Limited - October 24, 1979

Pemberton Securities Limited - October 23, 1979

DAON DEVELOPMENT CORPORATION

Pitfield Mackay Ross Limited - October 24, 1979

Pemberton Securities Limited - October 23, 1979

GASCOME OILS LTD.

Pemberton Securities Limited - October 23, 1979

JOHN LABATT LIMITED

Pemberton Securities Limited - October 23, 1979

"THE LAST CHASE"

Bache Halsey Stuart - October 25, 1979

OMEGA HYDROCARBONS LTD.

Pitfield Mackay Ross Limited - October 24, 1979

RANGEX PETROLEUM LIMITED

Pitfield Mackay Ross Limited - October 24, 1979

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

- A ANNUAL FINANCIAL STATEMENTS
- B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
- C INTERIM FINANCIAL STATEMENTS
- D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
- E OTHER REPORTS TO SHAREHOLDERS
- F REPORT OF MATERIAL CHANGE FORM 27

ABITIBI-PRICE INC.	C
ACTION TRADERS INC.	E F
AHED CORPORATION	C E
AKAITCHO YELLOWKNIFE GOLD MINES LIMITED	C
ALCAN ALUMINIUM LIMITED	E
ALGONGUIN MERCANTILE CORPORATION	E
AMALGAMATED BONANZA PETROLEUM LTD.	E
AMAX INC.	E
ANDRES WINES LTD.	E
ANDRES WINES LTD. (OFFEROR)	D
ANDRES WINES ATLANTIC LTD. (OFFEREE)	
ARGOSY FINANCE COMPANY LIMITED	E
ASAMERA OIL CORPORATION LTD.	A B E
ASSOCIATED RECREATION CORP.	A B
ASTRAL BELLEVUE PATHE LIMITED	C E
AUGMITTO EXPLORATIONS LIMITED	E
BCI FURNITURE LIMITED	A B
BM-RT REALTY INVESTMENTS	C
BAB-SOL RESOURCE EXPLORATIONS LIMITED	C
BANKENO MINES LIMITED	E
BANK OF BRITISH COLUMBIA	E
BAR RESOURCES LIMITED	E
BEETZ EXPLORATIONS LIMITED	C
BETHLEHEM COPPER CORPORATION LTD.	E
BOW VALLEY INDUSTRIES LTD.	E
BRALORNE RESOURCES LIMITED	E
BRASCAN LIMITED	E

BRENDA MINES LTD.	C
BRITISH COLUMBIA FOREST	E
PRODUCTS LIMITED	
BRITISH COLUMBIA RESOURCES	C
INVESTMENT CORPORATION	
BROOKE BOND FOODS LIMITED	A
THE CADILLAC FAIRVIEW	E
CORPORATION LIMITED	
CALVERT-DALE ESTATES LIMITED	A B
CAMPBELL CHIBOUGAMAU MINES LTD.	E
CANADA CEMENT LAFARGE LTD.	E
CANADA PERMANENT MORTGAGE	C
CORPORATION	
CANADA SOUTHERN PETROLEUM	E
CANADA TRUSTCO MORTGAGE COMPANY	E
CANADIAN CABLESYSTEMS LIMITED	E F
CANADIAN INDUSTRIES LIMITED	E
CANADIAN MERRILL LTD.	E
CANADIAN OCCIDENTAL	E
PETROLEUM LTD.	
CANADIAN RESERVE OIL	E
& GAS LTD.	
CANADIAN SUPERIOR OIL LTD.	E
CANDEL OIL LTD.	E
CARA OPERATIONS LIMITED	E
CARENA-BANCORP HOLDINGS INC.	A B
CARMA DEVELOPERS LTD.	E
J.C. CARRIER SHOE	E
COMPANY LIMITED	
CASSIDY'S LTD.	E
CENEX LIMITED	E
CENTRAL AND EASTERN	C
TRUST COMPANY	
CHIMO GOLD MINES LTD.	E
CHIPMAN MINING AND ENERGY	E
CORPORATION LTD.	
CLAREMONT MINES LIMITED	C
COMINCO LTD.	E
CONSOLIDATED BATHURST INC.	E
CONSOLIDATED REACTOR	C
URANIUM MINES LTD.	
CONSUMERS DISTRIBUTING	C
COMPANY LIMITED	
CONSUMERS' GAS COMPANY	E
CONUCO LIMITED	E
CONUCO RESOURCES LIMITED	E
COPP CLARK LIMITED	E

CORONATION GOLD EXPLORATIONS INC.	E F
CORPORATE FOODS LIMITED	E
CRAIG BIT COMPANY LTD.	E
R.L. CRAIN LIMITED	C E
CREDIT FONCIER FRANCO-CANADIEN	E
CROWN TRUST COMPANY	C
CYGNUS CORPORATION LIMITED	E
CYPRUS ANVIL MINING CORPORATION	E
CZAR RESOURCES LTD.	E
DRG LIMITED	E
DALMYS (CANADA) LIMITED	C
DEBHOLD (CANADA) LIMITED	E
THE DE HAVILLAND AIRCRAFT OF CANADA, LIMITED	A E
DELHI PACIFIC MINES LIMITED	E F
DEMPSTER EXPLORATIONS LTD.	A
DOME PETROLEUM LIMITED	E
DOMINION BRIDGE COMPANY, LIMITED	E
DOMINION TEXTILE INC.	C
DUSTBANE ENTERPRISES LIMITED	A
EASTERN PROVINCIAL AIRWAYS LIMITED	E
ECONOMIC INVESTMENT TRUST LIMITED	C
EESTI KODU INC.	C
ETHYL CORPORATION	C
EXTENDICARE LTD.	E
FALCONBRIDGE COPPER LIMITED	C
FALCONBRIDGE NICKEL MINES LIMITED	C E
FEDERAL TRUST MORTGAGE AND BOND FUND	C
THE FIDELITY TRUST COMPANY	E
FIRES PUR EXPLORATIONS LIMITED	C
FIRST CITY TRUST COMPANY	E
FISCAL INVESTMENTS LIMITED	E
FOCUS RESOURCES LTD.	A C
FOLLANSBEE RED LAKE GOLD MINES LIMITED	C
FORD MOTOR COMPANY OF CANADA, LIMITED	E
FRANCANA OIL & GAS LTD.	E
FRUEHAUF CANADA INC.	C
GENSTAR LIMITED	E F
GETTY OIL COMPANY	E
GIANT YELLOWKNIFE MINES LIMITED	C
GIBRALTAR MINES LIMITED	C

GOLDAVE INVESTMENTS LIMITED	E
GOLDEN BOUNTY MINING	E
COMPANY LIMITED	
GOLD LAKE RESOURCES LTD.	A E
GOODYEAR CANADA INC.	C
GREAT EASTERN FINANCIAL	A C
MANAGEMENT OF CANADA LIMITED	
GREAT LAKES FOREST	C
PRODUCTS LIMITED	
GREAT NORTHERN FINANCIAL	E
CORPORATION	
THE GREAT WEST LIFE	E
ASSURANCE COMPANY	
GUARDIAN WORLD EQUITY FUND	
GULF & WESTERN INDUSTRIES, INC.	E
GULF CANADA LIMITED	C E
HILLTOP MINERALS LIMITED	C
HOME OIL COMPANY LIMITED	E
D.HOWDEN & CO. LIMITED	E
HUDSON BAY MINING AND	E
SMELTING CO. LIMITED	
HUDSON BAY OIL AND GAS	E
COMPANY LIMITED	
I.T.L. INDUSTRIES LIMITED	E
IMPERIAL GENERAL	E
PROPERTIES LIMITED	
IMPERIAL OIL LIMITED	E
INCO LIMITED	C
INDUSMIN LIMITED	C
INEXCO OIL COMPANY	C E
INGLIS LIMITED	E
INLAND NATURAL GAS LIMITED	E
INTERNATIONAL MINERALS &	A
CHEMICAL CORPORATION	
INTERNATIONAL MOGUL MINES LIMITED	E
INTERNATIONAL SYSTCOMS LTD.	E
INTERPROVINCIAL STEEL AND PIPE	E
CORPORATION LTD.	
THE IRON BAY TRUST	E
IRON CITY MINES LIMITED	C
IVACO LTD.	E
JANNOCK LIMITED	E
JOHNSON & JOHNSON	E
JOUTEL RESOURCES LIMITED	F

K. TEL INTERNATIONAL INC.	E
KAISER RESOURCES LTD.	E
KERR ADDISON MINES LIMITED	C E
LAILAW TRANSPORTATION LIMITED	E
LAKE MINES LTD.	A B
LONE PINE RESOURCE	E
EXPLORATIONS LIMITED	
MICC INVESTMENTS LIMITED	E
MTS INTERNATIONAL SERVICES	E
INCORPORATED	
MACLAREN POWER & PAPER COMPANY	E
MACLEAN HUNTER LIMITED	C
MACMILLAN BLOEDEL LIMITED	E
MAGNA INTERNATIONAL INC.	F
MAJESTIC WILEY CONTRACTORS LTD.	E
MAN CALLED INTREPID	C
MARCANA RESOURCES LIMITED	C
MCINTYRE MINES LTD.	E
MCLEAN BUDDEN BALANCED FUND	E
MERCER EXPLORATIONS LIMITED	C
MERLAND EXPLORATIONS LIMITED	E
MESA PETROLEUM CO.	E
METINA DEVELOPMENTS INC.	C
MINDEEN MINERALS LIMITED	C
MURPHY OIL COMPANY LTD.	E
NRD MINING LTD.	C
NATIONAL IRON RESOURCES LIMITED	E
NESBITT MINING AND	E
EXPLORATION LTD.	
NEWFOUNDLAND LIGHT &	E
POWER CO. LIMITED	
NEWMEX GOLD RESOURCES INC.	C
NOLAN LAKE EXPLORATIONS INC.	C
NORTH CANADIAN OILS LTD.	E
NORTHERN TELECOM LIMITED	E
OAKWOOD PETROLEUMS LTD.	E
OCEANIC IRON ORE OF	C
CANADA LIMITED	
OLD CANADA INVESTMENT	E
CORPORATION LIMITED	
ONAPING RESOURCES LIMITED	F
ORELOCK EXPLORATIONS LIMITED	C

PAC EXPLORATION LIMITED	A
PACIFIC WESTERN AIRLINES	E
PAGE PETROLEUM LTD.	E
PAMOUR PORCUPINE MINES LIMITED	C
PANCANA INDUSTRIES LTD.	E F
PANHANDLE EASTERN PIPE	E
LINE COMPANY	
PARAMOUNT RESOURCES LTD.	C
PEERLESS RUG LIMITED	E
PENSTAR HOLDINGS LIMITED	C
PENNANT RESOURCES LTD.	E
PETROBAR EXPLORATION INC.	C
PEYTO OILS LTD.	E C
PREMIER CABLEVISION LIMITED	E
PRESTON MINES LIMITED	E
PUBLIC STORAGE CANADIAN PROPERTIES	E
REDCON GOLD MINES LIMITED	C
REED PAPER LTD.	E
REPUBLIC ORES & MINING	C
CORPORATION LIMITED	
RICH POINT MINES LIMITED	A B
RIO ALGOM LIMITED	E
ROBINSON LITTLE & COMPANY LIMITED	C
ROYFUND (EQUITY) LTD.	C
ROYFUND INCOME TRUST	C
ST.FABIEN COPPER MINES LIMITED	E
SCOTT-LASALLE LTD.	C
THE SEAGRAM COMPANY LTD.	E
SHELL CANADA LIMITED	E
SHERRITT GORDON MINES LIMITED	C E
SIMPSON GOLD MINES LIMITED	A C
STANDARD INDUSTRIES LTD.	E
STANFORD MINES LIMITED	E
STEINBERG INC.	E
SUNCOR INC.	E
THE SUPERIOR OIL COMPANY	D
T D REALTY INVESTMENTS	C
TELE-METROPOLE INC.	E
TEX-SOL EXPLORATIONS LIMITED	E
THOMAS NATIONWIDE	A B
TRANSPORT LIMITED	
TOTAL PETROLEUM (NORTH AMERICA) LTD.	E
TRANSCANADA PIPELINES LIMITED	C E
TRANSCONTINENTAL RESOURCES LIMITED	A B
TRANS-WESTERN EXPLORATION INC.	E
TRECO INC.	F
TRINITY RESOURCES LTD.	E F

TURBO RESOURCES LIMITED	E
UNION CARBIDE CANADA LIMITED	E
UNION GAS LIMITED	C E
UNITED CANADIAN SHARES LIMITED	E
UNITED CORPORATIONS LIMITED	C
UNITED KENO HILL MINES LIMITED	C
VGM TRUSTCO LIMITED	C
VERSATILE CORNAT CORPORATION	E
VISTA EXPLORATIONS LTD.	C
VULCAN INDUSTRIAL PACKAGING LIMITED	E
WESTEEL-ROSCO LIMITED	E
WESTERN MINES LTD.	E
GEORGE WESTON LIMITED	E
WOODBINE-SHEPPARD SHOPPING CENTRE LIMITED	C
YORKSHIRE COPPER MINES LIMITED	B

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 19, 1979		Magna International Inc. - 10% Convertible Notes due October 19, 1989	\$ 1,000,000.00	\$ 1,000,000.00
Oct. 19, 1979		"	100,000.00	100,000.00
Oct. 19, 1979		"	250,000.00	250,000.00
Oct. 19, 1979		"	2,000,000.00	2,000,000.00
Oct. 19, 1979		"	2,000,000.00	2,000,000.00
Oct. 19, 1979		"	250,000.00	250,000.00
Oct. 19, 1979		Magna International Inc. - 7% Cumulative Redeemable Convertible Preference Shares 1979 Series	25.00	10,000 shrs
Oct. 19, 1979		"	25.00	4,000 "
Oct. 19, 1979		"	25.00	80,000 "
Oct. 19, 1979		"	25.00	120,000 "
Oct. 19, 1979		"	25.00	10,000 "
Oct. 19, 1979	Dr. E.R. Ambrose	The Motion Picture short titled "The New Misadventures of Ichabod Crane" - Units	15,000.00	$\frac{1}{2}$ unit
Oct. 20, 1979	Dr. F.R. Anfossie	"	30,000.00	1 "
Oct. 20, 1979	Dr. G.K. Bohlig	"	15,000.00	$\frac{1}{2}$ "
Oct. 19, 1979	Mr. Ian B. Bruce	"	30,000.00	1 "
Oct. 19, 1979	Dr. T.M. Clark	"	30,000.00	1 "

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 20, 1979	Dr. L.J. Doubek	The Motion Picture short titled "The New Misadventures of Ichabod Crane" - Units	\$ 30,000.00	1 unit
Oct. 17, 1979	Hawke-Lea Holdings Limited	"	60,000.00	2 units
Oct. 18, 1979	Mr. John Hearn	"	30,000.00	1 unit
Oct. 18, 1979	Mr. Ronald Holman	"	15,000.00	½ "
Oct. 18, 1979	Dr. John C. Hornell	"	30,000.00	1 "
Oct. 20, 1979	Dr. R.E. Jordon	"	15,000.00	½ "
Oct. 19, 1979	Dr. G. Kravis-Kaufmanis	"	15,000.00	½ "
Oct. 18, 1979	Dr. Grover Lightford	"	30,000.00	1 "
Oct. 19, 1979	Dr. N.B. Lightford	"	60,000.00	2 units
Oct. 19, 1979	Dr. Myles R. MacLennan	"	15,000.00	½ unit
Oct. 19, 1979	Mrs. Mary McCunn	"	15,000.00	½ "
Oct. 19, 1979	Mr. R. Warden McKinn	"	15,000.00	½ "
Oct. 19, 1979	Mr. John C. Pearson	"	15,000.00	½ "
Oct. 19, 1979	Mr. J.H. Picard	"	15,000.00	½ "
Oct. 19, 1979	Premier Cablevision Limited	"	60,000.00	2 units
Oct. 19, 1979	Mrs. V. Ann Quigley	"	15,000.00	½ unit
Oct. 19, 1979	Mr. John Quigley	"	15,000.00	½ "
Oct. 19, 1979	Mr. John N. Turner	"	30,000.00	1 "
Oct. 22, 1979	Purchasers name omitted as per Policy 3-39	Citicorp Limited - 12% Medium Term Notes due October 23, 1984	\$ 5,402,880.00	5,402,880.00

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 31, 1979		Northern and Central Gas Corporation Limited - Cumulative Redeemable Third Preference Shares Series "C"	\$ 25.00	460,000 shrs
Oct. 25, 1979	J.P. Sheridan, P. Eng.	New Texmont Explorations Limited - Common Shares	.30	400,000 "

FORMS 12 AND FORM 19 SCHEDULE 3 - RESALE OF SECURITIES

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Sep. 24, 1979	January 12, 1978	Employees Savings and Profit Sharing Fund of Dominion Foundries and Steel Limited	Basic Resources International S.A. - Share Purchase Warrants	\$ 5.33052 U.S.	45,000 warrants
Oct. 15, 1979- Oct. 17, 1979	July 12, 1978	"	Basic Resources International S.A. - Common Shares	13.07 Cdn.	21,857 shrs
Oct. 15, 1979- Oct. 18, 1979	July 12, 1978	"	"	10.54 U.S.	50,000 "
Oct. 15, 1979	July 12, 1978	"	Basic Resources International S.A. - First Mortgage Sinking Fund Bonds 1977 Series	\$ 371,000.00	371,000.00
Oct. 17, 1979	January 26, 1979	Ronnie Richman	Pennant Resources Limited Common Shares	1.76 1.75	3,000 shrs 41,000 "
Oct. 11, 1979	January 10, 1979	Great Northern Financial Corp.	Westgrowth Petroleum Limited - Common Shares	4.18	4,100 "
Oct. 11, 1979	January 10, 1979	"	"	4.30	200 "
Oct. 11, 1979	January 10, 1979	"	"	4.30	700 "

FORMS 12 AND FORM 19 SCHEDULE 3 (continued)

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 22, 1979	January 10, 1979	Great Northern Financial Corp.	Westgrowth Petroleum Limited - Common Shares	\$ 3.80	2,400 shrs
Oct. 19, 1979	January 10, 1979	"	"	4.00	600 "
Oct. 24, 1979	January 10, 1979	"	"	3.20	2,000 "

SUPPLEMENT "C" TO WEEKLY SUMMARY, WEEK ENDING
2ND NOVEMBER, 1979.

RE: NATIONAL AND UNIFORM ACT POLICIES

As discussed in the Weekly Summary of 12th October, 1979, appended herewith are replacement pages for many of the national and uniform act policies. Prefatory notes have been added to indicate the Ontario position vis-a-vis these policies and our new legislation. It is expected that these notes, and the policies themselves, will be appropriately revised as the other jurisdictions proceed with revisions of their securities laws.

National policies, numbers 24, 25 and 27 and uniform act policies 1, 2, 3, 4, 5, 7, 8, 9, 11 and 12 have been amended. As well, a new preamble to the uniform act policies has been provided. The new prefatory notes are indicated by the notation "NOTE:" referring to the adjacent paragraph.

CANADIAN PROVINCIAL SECURITIES ADMINISTRATORS

NATIONAL POLICIES

Alberta
British Columbia
Manitoba
New Brunswick
Ontario
Prince Edward Island
Quebec
Saskatchewan

SUPPLEMENT "C" TO WEEKLY SUMMARY WEEK ENDING
2ND DECEMBER, 1971.

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NATIONAL POLICY NO. 24
(new)

MUTUAL FUNDS: CONTRACTUAL PLANS:

- (1) Rate of Sales Charges
- (2) Additional Rights of Rescission

NOTE: Where the mutual fund is affected by The Securities Act, 1978, (Ontario) compliance with the relevant provisions of that Act and the regulations will be accepted in lieu of compliance with paragraphs (g) and (h) of this policy. Reference is made to sections 35 and 134 of the Act and to section 82 of the regulations.

Where it is proposed to deduct an amount from any periodic payment under a contractual plan by way of sales charges which exceed the maximum sales charge from time to time prevailing for a single payment or lump sum purchase, effective with all annual refilings or new filings made for mutual funds after March 1st, 1972, the contractual plan will be unacceptable unless it complies with the following terms and conditions:

- (a) The payments shall be scheduled in equal amounts on a weekly, monthly, quarterly, half-yearly or yearly basis. Where a double instalment is required as the first payment of a plan it shall be regarded as one of the scheduled payments.
- (b) Subject to paragraph (f), the sales charges levied against any payment scheduled to be made during the first twelve months of the plan shall in no case exceed 50% of the individual payments.
- (c) The sales charges levied against the remaining payments made under the plan shall to the extent reasonably practicable be levied at an equal rate or percentage, the size of the payment for sales charges varying only with the size of the individual payment made by the plan holder, with the total sales charges levied during the term of the plan in no case to exceed 12% of the face amount of the plan.

SUPPLEMENT "C" TO WEEKLY SUMMARY WEEK ENDING
2ND DECEMBER, 1971.

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NATIONAL POLICY NO. 25
(new)

REGISTRANTS: ADVERTISING: DISCLOSURE OF INTEREST

NOTE: In Ontario, this policy is superseded by section 40 of The Securities Act, 1978.

Under the Uniform Securities Act (Ontario Section 71) registered advisors are required to disclose in a conspicuous position on every circular, pamphlet, advertisement, letter, telegram and other publication issued, published or sent by him a full and complete statement of any financial or other interest that he may have either directly or indirectly in any of the securities referred to in those publications or in the sale or purchase thereof including any commissions, financial arrangements or other remuneration he may expect to receive if his recommendation is followed. The provincial securities administrators are of the view that the standard of conduct outlined above ought to be followed by all classes of registrant when they recommend the purchase or sale of a security in which they have a material interest.

This arises most frequently when a registrant endorses or recommends the acceptance of a takeover bid, a share exchange offer, or the purchase of an issue being offered through a rights offering, through warrants, or by way of conversion. Where such endorsements or recommendations are made orally or in writing by registrants they should include a clear statement of interest in the following circumstances:

- (1) where the registrant acts as an agent for the offeror;
- (2) where the registrant will receive a fee for shares tendered, exchanged or taken up through him;
- (3) where the named officers or directors of the registrant are also officers or directors of the offeror; or

SUPPLEMENT "C" TO WEEKLY SUMMARY, WEEK ENDING
21ST OCTOBER, 1977.

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NATIONAL POLICY NO. 27

GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

NOTE: In Ontario, reference should be made to subsections 1(3) and 1(4) and to sections 43 and 44 of the regulations under The Securities Act, 1978.

Where the term "generally accepted accounting principles" is used, either in Securities Legislation, Regulations and Companies Legislation and Regulations, the Securities Administrators will regard pronouncements by the Accounting and Auditing Research Committee of the Canadian Institute of Chartered Accountants* to the extent set out in the research recommendations in the "CICA Handbook" as "generally accepted accounting principles".

Where the issuer is a non-Canadian corporation reporting as the result of its securities being listed on a Canadian stock exchange the financial statements may be presented in accordance with the "generally accepted accounting principles" of the incorporating jurisdiction providing a statement to this effect is included in the notes to the financial statements.

*In June 1973 the former Accounting and Auditing Research Committee of the Canadian Institute of Chartered Accountants was replaced by two new committees:

The Accounting Research Committee and
The Auditing Standards Committee.

UNIFORM ACT POLICIES

Alberta, British Columbia, Manitoba,
Saskatchewan and Ontario

NOTE: Most Uniform Act Policies were developed prior to adoption by Ontario of The Securities Act, 1978. Internal references, in a number of cases, are to sections of the Ontario Act as in place prior to the effective date of the new Act on 15 September, 1979. The former Ontario Act conformed largely with the uniform legislation that continues in force in Alberta, British Columbia, Manitoba and Saskatchewan. The administrators are engaged in a review and revision of these policies to reflect new developments. In the meantime, prefatory notes have been added to a number of policies referring to The Securities Act, 1978.

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UNIFORM ACT POLICY #2-01"UNDERTAKINGS" - EXTRA-PROVINCIAL COMPANIES

NOTE: The provisions as to undertakings do not appear in Ontario's new Act. The category of "reporting issuer" is defined to include many of the extra-provincial corporations that had formerly filed undertakings.

The Commission has directed the Director to refuse to issue a receipt for a prospectus until such time as the company proposing to distribute the equity shares to be offered by the prospectus has delivered undertakings satisfying the requirements of section 106 in Part X, section 117 in Part XI and section 132 in Part XII of The Securities Act, 1966 and the regulations made thereunder relating to proxies and proxy solicitation, insider trading reports and financial disclosure.

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UNIFORM ACT POLICY #2-02PROSPECTUSES - ANNUAL RE-FILINGS

NOTE: In Ontario, this policy is superseded by section 61 of the new Act.

Section 56 of The Securities Act, 1966, states:

"Where primary distribution to the public of the security is in progress twelve months from,

- (a) the date of the issuance of the receipt for the preliminary prospectus relating to such security; or,
- (b) the date of the last prospectus relating to such security filed under this section,

as the case may be, a new prospectus that complies with this Part shall be filed with the Commission and a receipt therefor obtained from the Director within twenty days from the expiration of the applicable twelve-month period or, subject to such terms and conditions as the Commission may require, within such greater number of days as it may permit".

If primary distribution is to continue more than twelve months from the relevant date it is first necessary that a new prospectus complying with the Act is not only submitted but a receipt issued for it within twenty days of the expiration of the applicable twelve-month period. To minimize the possibility of a break in primary distribution, the following procedure may be followed,

- (1) Material in the form of a preliminary prospectus under section 35 may be signed and submitted at least 30 days prior to the anniversary date of the prospectus. This will enable the Commission staff to review it and point up any deficiencies well before the anniversary date.

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- (2) The signed annual re-filing should be received by the Commission, dated not later than the anniversary date.
- (3) In order to facilitate the processing of annual filings any changes in the narrative portion of the material filed under (1) should be underlined or otherwise clearly marked to indicate changes from the last prospectus filed. The cross-index sheet should offer an explanation for the reason for such changes.

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UNIFORM ACT POLICY #2-03

PROSPECTUSES AND AMENDMENTS - CERTIFICATION
(SECTION 52) SUPPORTING DOCUMENTATION

For clarification it is essential that the supporting documents (which are required) include a certified copy of the resolution authorizing the two signing Directors to sign a final prospectus on behalf of the Board of Directors.

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UNIFORM ACT POLICY #2-04CONSENT OF SOLICITORS -
DISCLOSURE OF INTEREST

NOTE: In Ontario, sections 21 and 22 of the regulations deal with the topic of disclosure of interest.

The names of lawyers or legal firms frequently appear on the face page of prospectuses in two connections. Firstly, the underwriter and/or the company will name the lawyer upon whose advice he or it is relying. Secondly, the opinion of counsel that the securities may be purchased by insurance companies under The Canadian and British Insurance Companies Act or the Foreign Insurance Companies Act will be expressed.

In the first case the Commission is of the opinion that the solicitor, in the language of subsection 1 of section 50, is not named as having prepared or certified any part of the prospectus or is not named as having prepared or certified a report of valuation used in or in connection with a prospectus. This being so the written consent of the solicitor and the disclosure of interest required by subsections 1 and 4 would not be required.

In the second case, the opinion or similar reports are clearly prepared for the purpose of inclusion in the prospectus, section 50 applies and the consent and disclosure of interest is required.

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UNIFORM ACT POLICY #2-05APPLICATIONS UNDER SECTION 19(1)8(iii) OF THE
SECURITIES ACT BY A COMPANY WISHING TO SELL
ADDITIONAL SECURITIES TO ITS SECURITY HOLDERS

NOTE: In Ontario, this policy will apply to notices given to the Commission under section 71(1)(h) of the new Act.

Under the above section of The Securities Act 1966, a company wishing to sell additional securities of its own issue to holders of its securities is required to give notice to the Commission of its intention. The Commission, in turn is required within 10 days of receipt of the notice to notify the company if it objects to the sale. To assist the Commission in determining whether it should object to the sale, the Commission wishes to be assured that the shareholders have been supplied with current information concerning the affairs of the company. Accordingly, the notice should be accompanied by the following information which, if it has not already been provided to the shareholders, must accompany the offer to them;

- (1) Notice of the last annual meeting.
- (2) A copy of its last annual report.
- (3) The latest audited financial statement.
- (4) In addition to the information concerning the date, amount, nature and conditions of the proposed sale, including the approximate net proceeds to be derived by the company on the basis of such additional securities being fully taken up and paid for, required to be provided by section 19(1)8(iii) there should be a brief statement of the purposes for which the additional funds are required and, if a minimum amount is required to carry out that purpose, the directors should state what in their opinion is the minimum amount required for that purpose. Where the offer is being made in another jurisdiction through a prospectus, a copy of the prospectus submitted for acceptance in that jurisdiction.

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- (5) Any change in the directors and officers of the company since the last annual meeting.
- (6) Particulars known to the directors of any transfer of shares which has materially affected the control of the company since the last meeting of shareholders or alternatively a statement that no such particulars are known.
- (7) The length of time during which the offer will be open should be clearly specified together with the details of any payments to be made to any person or company in connection with the offering.
- (8) If a minimum amount has been specified as being necessary under (4) and the offering is being made on a "best efforts" basis, the subscriptions shall be held in trust until that minimum amount is received. In the event that the minimum amount is not reached during the time specified in the offer, the subscriptions shall be returned to the subscribers in full. An independent trustee should be named to administer these funds.

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UNIFORM ACT POLICY #2-07SURRENDER OF REGISTRATION - OTHER THAN SALESMEN

NOTE: In Ontario, reference should also be made to subsection 26(3) of the new Act.

Upon receipt of a notification that a registrant, other than a salesman wishes to terminate its or his registration by surrender, the Commission normally will suspend the registration as a matter of routine procedure pending receipt of satisfactory evidence that all obligations to its or his clients have been discharged. Upon receipt of such evidence the suspension may be removed and the registration shall thereupon be regarded as having been voluntarily terminated.

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UNIFORM ACT POLICY #2-09

INSIDER TRADING REPORTS - LOAN AND TRUST COMPANIES

NOTE: The definition of "security" in item 1(1)40.v of the new Ontario Act excludes deposits with trust companies and banks.

Notice is hereby given to insiders of Loan and Trust Companies that guaranteed deposit receipts or certificates of Trust Companies and deposit or savings accounts which are evidenced by a pass book, are not considered by the Commission to be capital securities for the purposes of insider trading reports.

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UNIFORM ACT POLICY #2-11

POLICY STATEMENT IN CONNECTION WITH APPLICATIONS
TO THE COMMISSION FOR AN ORDER UNDER SECTION
121(3) OF THE SECURITIES ACT, 1966 (ONTARIO)
OR SECTION 173(3) OF THE BUSINESS CORPORATIONS
ACT, 1970 (ONTARIO)

NOTE: The reference in this policy to subsection 121(3)
of The Securities Act should be read as a reference
to clause 79(a) of the new Ontario Act.

Any applicant corporation applying under
Section 173(3) of The Business Corporations Act,
1970 (Ontario) or Section 121(3) of The Securities
Act, 1966 (Ontario) for an order permitting sales
or gross operating revenue results to be omitted
from the statement of profit and loss or the
interim financial statement, as the case may be,
should make such application prior to the end
of the fiscal period for which such statement is
to be drawn up unless the said applicant can show
substantial reasons why application was not made
as herein provided.

The purpose of this new policy is to ensure
final disposition of the application prior to the
date the company is required by the legislation to
file the financial statements with the Commission.

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UNIFORM ACT POLICY #2-12TIMELY DISCLOSURE

NOTE: In Ontario, this policy should be read in the light of paragraph 1(1)21 and section 74 of the new Act.

The topic of timely disclosure of material information is one that is of great concern to all persons interested in securities, whether as investors, as executives or regulatory bodies. With the intention of providing some guidelines on this difficult subject the Commission, after discussion with The Toronto Stock Exchange, have prepared the following:

It is essential that all investors be placed on an equal footing insofar as knowledge of the material facts regarding the company which has securities in the hands of the public. Therefore, immediate disclosure of all material and significant information through news media is encouraged. Unfavourable facts must be disclosed as promptly, fully and plainly as favourable facts.

Disclosure should be made, of a proposal or proposed change when a decision accepting or recommending acceptance of such proposal or proposed change has been made, in other cases of material change when such change has occurred or when such change has been agreed upon by the relevant parties, notwithstanding that all the details may not have been documented.

Material changes or development include:

1. Actual or proposed changes in the control of the company;
2. Actual or proposed acquisition or disposition of material assets;
3. Proposed takeovers, mergers, consolidations, amalgamations or reorganizations;
4. Any material discoveries, changes or developments in the company's resources, technology, products or contracts, which would materially affect the earnings of the company upwards or downwards;

SUPPLEMENT "X" TO WEEKLY SUMMARY, WEEK ENDING
2ND NOVEMBER, 1979.

RE: AMENDED NATIONAL POLICY NO. 28

Appended herewith is a draft of a revised National Policy No. 28 under consideration by the Canadian Securities Administrators. Comments are requested, to be submitted on or before 21st December, 1979. Comments submitted to any of the Administrators in jurisdictions that have adopted the National Policies will be circulated to the other Administrators. Comments submitted to the Ontario Securities Commission should be delivered to the Secretary to the Commission, 10 Wellesley Street East, Toronto, M7A 2H7. Comments will be made available for public inspection unless confidentiality is specifically requested.

The proposed amendments to the policy reflect the view that rights and warrants possess marketability and liquidity characteristics similar to those of shares and as such should not be restricted to a specified percentage of the portfolio. Further, the amended policy would permit mutual funds to write covered clearing corporation options. The long position of a fund in such options would be limited to 10% of the market value of the net assets of the fund. The existing prohibition of uncovered call options would be extended to the writing of put options. The sections dealing with the valuation of the options would not be amended.

NATIONAL POLICY NO. 28

MUTUAL FUNDS: INVESTMENT RESTRICTIONS - OPTIONS

National Policy No. 28 is further amended by the deletion of all references to rights and warrants. The limit on the amount of the portfolio on which the fund can write covered clearing corporation options is also deleted. The ten per cent of market value limitation therefore now applies only to clearing corporation put and call options. These amendments and a consolidation of the policy have resulted in the paragraph numbering changes.

AMENDED POLICY

1. Where not inconsistent with its expressed investment objectives a mutual fund may purchase options issued by a clearing corporation recognized by the Administrators, hereinafter called "clearing corporation options". Similarly, a mutual fund will be permitted to write covered clearing corporation options.
2. A mutual fund shall not write put options or uncovered call options.
3. Except for purchases made to close out options written under Section 1, the market value of clearing corporation options purchased shall be limited to ten per cent of the market value of the net assets of the fund at the time of purchase.
4. Clearing corporation options purchased shall be valued at current market value.

5. Upon writing a covered clearing corporation option:
 - (a) The premium received shall immediately be offset by a deferred credit. Thereafter, so long as an open position is maintained, such deferred credit shall be valued at an amount equal to the current market value of an option which would have the effect of closing the writer's position. Any difference resulting from revaluation should be treated as an unrealized gain or loss on investment. Such deferred credit shall be deducted in arriving at the net assets of the fund.
 - (b) The securities which are the subject of a clearing corporation option shall continue to be valued at current market value.
6. The Schedule of Investments (Statement of Investment Portfolio) included in a prospectus shall disclose, with respect to clearing corporation options in an "open" position, at least the following:
 - (a) For options purchased -
 - (i) the number, the underlying security, the exercise price, the expiration month, the cost and market value.
 - (b) For options written -
 - (i) the underlying security shall be identified, by asterisk or otherwise, as being the subject of an option written;
 - (ii) analysis of the deferred credit account indicating the number of options, the underlying security, the exercise price, the expiration month, the premium received and the market value.

JAMES C. BAILLIE
REMARKS TO VANCOUVER SECURITIES SEMINAR
November 2, 1979

Current Developments Under The Securities Act, 1978

In commenting on our experience with the new securities legislation since September 15, I feel somewhat like a man riding a tiger who is asked for an explanation of how he got there. He may well prefer to devote his attention to how he will stay there. Some of you, aware of my personal plans, might also point out that he would wish to consider how to get out of his predicament.

Before I had any idea that I would ever be Chairman of the OSC, I wrote a short article for a business law journal commenting on the Canadian tendency to conduct a major revision of each significant business statute at long intervals. I pointed out what I considered to be the defects in this system and suggested, for a number of reasons, that it would be preferable for less ambitious modifications to be made in these statutes in order to deal with specific problems as they arose.

My experience with Ontario's new legislation has reinforced my belief that such major revisions should be avoided. Modifications in a number of sections were made as the new Act went through the legislative process, to meet concerns raised by commentators as to the practical application of the sections. But the sheer volume of the changes precluded them from an intensive analysis of each change. Rather, and quite naturally, they focussed on the more major innovations. The experience of assimilating the complete package of changes has been a traumatic one for many affected persons, despite the best efforts of the Ontario Securities Commission to ease the transitional process. This major revision was clearly needed after over a decade without a substantial amendment to the Act, but I hope that we will not have to experience a similar major renovation after another decade.

Despite the difficulties attendant on a revision of this type, my own feeling is that the new legislation has withstood remarkably well its testing since September 15. Inevitably, problems have arisen in the interpretation and application of the statute and the regulations, but the number of problems has been less than might reasonably have been expected in light of the sweeping nature of the changes made. What might well have been a major problem was avoided by legislative acceptance of our suggestion that full implementation of the "closed system" rules as to prospectus filings be postponed for eighteen months. I am convinced that the closed system will contribute both precision and flexibility in what has always been an unsatisfactory area of the law, but I am not

convinced that the provisions governing resale, as currently drafted, adequately cover all the situations that may arise and should be covered. I repeat again a request that I have made on many other occasions to those working with the statute, that they test each situation with which they are involved to determine whether the closed system rules would have produced a fair result in their application to that situation. If the answer is no, please drop a note to Harry Bray, Charles Salter or me so that we may consider an appropriate recommendation to Cabinet to deal with the problem.

Proposed Amendments to The Securities Act

In this connection, I should mention that some of the principal difficulties with the new legislation are dealt with by an amending bill that was given first reading by the Ontario Legislature on October 23. I anticipate that it will proceed through the other stages of the legislative process relatively expeditiously. References to the bill are being made during this seminar, and I will only allude to the principal changes. One is an extensive revision of section 131, as to civil liability for insider trading. That revision is not intended to effect changes of substance, but rather to clarify some drafting deficiencies in the originally-adopted section.

Another major change is the revision of the timing requirements as to take-over bids. These requirements were not significantly changed in the new legislation from those in effect under prior law. However, last winter the provisions received their most thorough testing under fire in the context of a series of major competitive take-over bids. While I feel they withstood the testing well, some deficiencies were indicated and the changes are designed to cure these deficiencies. One of the changes, in particular, seems to me to merit expeditious consideration in other jurisdictions. It is designed to avoid a problem that almost caused serious difficulties in one of last winter's competitive bids. The difficulties flow from the provision of our Act, which also appears in the Uniform Acts, limiting the period for deposits under a pro rata bid to thirty-five days.

This provision has a legitimate policy objective, to preclude offerors from keeping depositors' shares locked up for an unacceptably long period. The difficulty is that in the highly-charged atmosphere of a competitive bid, it is possible that the sequence of offer and counter-offer might continue for longer than 35 days. As a practical matter, difficulties will arise if they continue longer than 28 days, because of the requirement for a seven-day withdrawal period after a variation of the offer. To meet this possibility, one of the changes to be made by the amending legislation is to extend the thirty-five day period in these circumstances.

Here another problem arises. Many take-over bids are subject to the laws of more than one jurisdiction. And the thirty-five day limit continues to form part of the law under the Canada Business Corporations

Act and in the securities legislation of the Uniform Act provinces. Accordingly, an offeror required to comply with the amended Ontario requirements and with the requirements of one of these jurisdictions would, in the circumstances I have described, be required by Ontario law to extend the deposit period beyond thirty-five days, and be prohibited from so doing by the other jurisdictions. That is an obviously untenable result. To avoid it, the OSC proposes to exercise its authority under the new amendments to provide an alternative set of rules where this situation arises. But this is a stop-gap measure only. I hope that British Columbia and the other jurisdictions with the 35-day requirements will concur with Ontario's approach and will modify their rules accordingly.

Another major change in the amending bill is a proposed new section 62 authorizing the Cabinet to adopt regulations permitting the use of short form prospectuses or summary prospectuses. I have long felt that there was room for major improvements in the present rules governing prospectuses. This provision should provide the flexibility to make the improvements. Initially, we are considering recommending regulations authorizing the use of a summary prospectus in the distribution of mutual funds and authorizing the use of a short form prospectus in the distribution of junior mining securities. Over the longer term, I hope that more extensive use may be made of the new provision. It seems to me that the differences between the regulations applicable to prospectused distributions and those applicable to distributions effected on a private placement basis are wider than can be justified in policy terms. Perhaps the new section can be used to narrow the differences.

Proposed Amendments to Regulations

We are currently engaged in preparation of draft amendments to the regulations designed to deal with the principal problems detected since September 15. I hope that the draft amendments will be published for comment within the next two to three weeks. They will include a revision of the provisions as to disclosure of directors' and officers' remuneration. We have already published for comment a revision of the form provided for that disclosure and we also propose to suggest changes in the textual instructions to meet a number of questions as to their practical interpretation. We are maintaining close contact with officials in the Department of Consumer and Corporate Affairs in Ottawa in the hope that they will recommend corresponding changes to the regulations under the Canada Business Corporations Act.

Another provision requiring extensive revision is section 20, dealing with offering memoranda on private placements. A brief comment on that section may be helpful, since it has aroused some confusion and concern. The section flows from the concern I expressed a minute ago, as to the extent of the regulatory differences between a distribution to which the prospectus requirements apply and one effected on a private placement basis. If a prospectus is used, the document is reviewed by our staff and the distribution can be completed only after the staff's comments are resolved. Even then, the investor is protected by an array of remedies, including the civil liability provisions of section 126, if the prospectus

contains a material deficiency. By contrast, the investor in a private placement does not receive the benefit either of the staff review or of the statutory remedies. This reflects the statutory assumption that private placement investors are well able to fend for themselves. But it would be remarkable if our statute were successful in defining a precise, shining line that exactly demarcated distributions needing all the prospectus protections from those needing none of them.

These theoretical concerns crystallized into a practical problem through the Commission's experience with section 59 applications under the old Act during the period between legislative adoption of the new Act and the effective date of that Act. As you know, during this period the Commission granted many prospectus exemptions for distributions that would have qualified for statutory exemptions if the new provisions had been in effect. In so doing, we saw the offering memoranda being used in many of these distributions, particularly for tax-oriented securities. Most were of high quality, but some were very poorly done. And we were not prepared to accept that all of the investors in these distributions are so sophisticated that they will ask questions that will rectify the deficiencies. Indeed, we were impressed by the comments of a witness in one hearing we had, who spoke of the "wilful blindness" of prospective investors when told of the prospect of income tax advantages.

In these circumstances, we concluded that investors in certain private placements ought, at least, to have by contract the benefit of civil liability remedies if the offering memorandum contains a misrepresentation. The Cabinet agreed, and section 20 of the regulations was the result. The scope of this section has been exaggerated by some. It does not impose a prospectus standard of full disclosure. It does not even require use of an offering memorandum, except in very limited circumstances. What it does do is say that if the distributor elects to use an offering memorandum, and if that memorandum contains a misrepresentation, then certain civil remedies must be available by contract. That does not seem unreasonable. A number of technical problems have arisen in the practical interpretation and application of section 20, and these are being addressed in the revision of the regulations. But we do not intend to recommend an abandonment of the principle of the section.

The distribution of tax-oriented securities has given rise to questions in another area. Section 71(1)(p) is being heavily relied upon as a prospectus exemption to effect these distributions. We have had doubts about this use, since the exemption is not designed for the purpose. These doubts crystallized in three recent applications, as to which a single set of reasons for decision will be published soon. The situations in these applications persuaded us that there is need for a new prospectus exemption, tailored to distributions of tax-oriented securities. We propose to include such a provision in the package of draft regulations currently being prepared.

Exemptions from Requirements of the Act

I have reviewed the work in progress on revision of the Act and the regulations. We are also dealing with a number of questions as to the practical application of the new rules. A topic that has provoked many questions is the provisions of the Act providing exemptions from various requirements. I have in mind section 81 as to timely and continuous disclosure filings; section 87 as to proxy solicitations and section 117 as to reports on insider transactions. There is much confusion as to the scope of these exemptions and as to whether the exemptions are available to all of the issuers who ought, in policy terms, to qualify for them. We have prepared a draft policy statement and form of order in which, through a mixture of interpretations of the relevant provisions and substantive exempting orders made by the Commission, we attempt to arrive at a fair and workable result as to the application of these provisions. I anticipate that this policy statement and form of order will be published for comment in late November.

Questions have also arisen as to the status under the new Act of exempting orders made under the prior Act. A number of issuers had previously been exempted from the obligation to prepare and distribute financial statements. The Commission has compiled a list of these issuers and has made a new order, published in the Weekly Summary on September 14, 1979, continuing the exemption and extending it to include the quarterly reports required by the new Act. I should add that issuers exempted by The Toronto Stock Exchange from the preparation of quarterly reports in compliance with TSE rules are not included in that list unless they had obtained a separate order from the OSC. These issuers must make application to the OSC if they wish to have a corresponding exemption from the new statutory obligation.

In a number of instances, issuers that had received orders under the former Act providing a continuing exemption from compliance with some requirement of that Act will find that the particular exemption is available as of right under the new Act. This is true, for example, of a number of orders made under the former Act to alleviate the problems of insiders who are subject to reporting requirements under the laws of more than one jurisdiction. Even in other cases, it will rarely be necessary to make a further application to the Commission. Section 15 of The Interpretation Act gives force under a successor statute to orders made under the corresponding provisions of its predecessor, and we are interpreting that provision liberally. However, we recognize that technical problems could arise with its practical application, and we will be receptive to applications from any issuers that feel they need the protection of a new order under the new Act.

The Commission is continuing its prior policy of willingness to make use of the exempting powers to provide a fair and balanced result on a case-by-case basis. Specifically, we have made several orders allowing the sale of securities derived from a control block on the basis of terms and conditions substantially similar to those that would apply under subsection 71(7) if that provision were law. This is one of the components

of the closed system that will become law on March 15, 1981 and we feel that the policy decision to allow this exemption can appropriately be reflected in orders made prior to that date. One consequence of this decision is that substantial blocks of securities derived from control blocks may come on to the market at comparatively short notice and without the traditional prospectus or statement of material facts. We will be following developments with interest, in order to assess the adequacy of the 71(7) conditions as a protection against possible abuses. Also, we have asked the T.S.E. to review the situation and to consult with us as to the adequacy of its current policy that uses the four-week moving average of volume of trading as a limit on the number of control block shares that may be sold.

There are three unrelated matters that I would also like to mention in order to resolve confusion that has arisen. The first is the status of Uniform Act Policy 2-12 under the new Act. As you know, the timely disclosure provisions of the new Act are somewhat narrower in their scope than is the policy. This is because the application of the Policy involves questions of judgment and it seemed desirable to codify in legislative form only those aspects of it that are capable of relatively precise application. However, the responsibility of the OSC for market surveillance continues, and the requirements of the new Act are insufficient to elicit the information we need for this purpose. Specifically, it would not elicit information as to corporate proposals in their nascent stages, not yet material changes as defined but far enough along that they could have market impact if the news leaked. In these situations, we hope to continue to receive informal "early warning" advice as to the change. Ultimately, Policy 2-12 should be revised to integrate more clearly with the new statutory requirements.

The second matter is as to the confused and confusing area of the interaction of the various exemptions from the take-over bid and issuer bid rules. En passant, I should mention that this is an area which seems to me to require attention, and we are currently considering some preliminary proposals from the T.S.E. in that connection. Unfortunately, the Commission added to the confusion with a sentence in the Weekly Summary for October 20, 1978, indicating that the new exemption for the acquisition of five percent of an issuer's shares in a twelve-month period is intended to override the five percent in thirty days provision of the T.S.E.'s rules. That is not the Commission's intention, and the sentence should be ignored.

The third matter relates to section 163 of the regulations, which partially codify Policy 3-37. The codification is only partial because some elements of the policy proved impossible to codify succinctly, dependent as they are on concepts developed by the Director over a series of transactions. A new policy will be adopted to deal with these uncoded elements by way of supplement to section 163. One omission from section 163 that has caused particular concern is the specification of circumstances where a valuation will not be required in a going private transaction. Some are reading 163(2) to require a valuation in all situations. That is not the intent. The Director has authority to waive compliance with the valuation obligation in 163(2), and will do so in the circumstances contemplated by Policy 3-37.

Need For National Coordination

Looking ahead to potential difficulties on the horizon, the area of most serious concern to me is the practical operation of some of the new provisions after corresponding provisions are adopted elsewhere in Canada. All of us hope that we will attain uniformity across Canada with the new legislation, but that happy result will be accompanied by some problems. For example, those issuers that are reporting issuers under the laws of more than one province would be very unhappy with the prospect of filing confidential material change reports with several administrators. Similarly, the necessity to make applications to several jurisdictions for exemption from the obligation to make a follow-up offer after a control block premium transaction would be so onerous that it might preclude otherwise desirable transactions. It seems to me essential that some new cooperative technique be developed among jurisdictions to avoid this type of problem. Ms. Veit of the Alberta Securities Commission, Mr. Lacoste of the Commission des valeurs mobilières du Québec and I are meeting later this month in an attempt to develop such a technique and any of us would welcome any suggestions that you may have.

British Columbia Proposals

I hope that these somewhat disjointed comments have helped you by providing an indication of problems confronting us and of how we are dealing with those problems. I will not attempt to dwell in greater depth on any of these matters since I know that most or all of them are being covered in other portions of this seminar. I should, however, make reference to the recently-released white paper on securities regulation in this province. The advocacy of uniformity in general securities law is certainly welcome, as an indication that British Columbia will continue to be among the provinces that most actively cooperate in attaining the objective of uniformity.

The suggestion for a separate set of rules as to junior resource companies is in keeping with the emphasis that the Vancouver Stock Exchange has so successfully placed on this topic. We in Ontario are actively interested in the proposals. I was late arriving here this morning because of a breakfast meeting with Bill Irwin, Bob Scott and their colleagues to discuss the proposals in greater detail. I expect that representatives of the Ontario Securities Commission, together with representatives of junior mining in Ontario will visit Vancouver later this year to explore whether it would be feasible to make some special exemptions for the distribution in Ontario of junior resource securities qualified in British Columbia.

This being said, I should add that there are aspects of the proposals which trouble us. Whether the distributions are to be effected on or off the Vancouver Stock Exchange, we will wish to review carefully the distribution procedures and applicable controls. The details of the arrangements proposed in the white paper to substitute for the prospectus filing requirements require elaboration. I am not clear as to the substantive requirements that would be imposed on these distributions, apart from escrow provisions.

I would not want to exaggerate the extent of these concerns. I am sanguine that they can be resolved by continued close cooperation among the appropriate self-regulatory agencies in British Columbia and Ontario. The questions to be resolved include a more precise definition of "junior resource companies". The government report refers to junior resource companies and investment grade companies. The latter includes "established companies which are going concerns and have a history of earnings". There is some implication that all other companies are junior resource companies. I am not sure whether this was the intention, but I must caution that any special arrangements developed between our jurisdictions in this area should probably be limited, at the outset, to junior resource companies defined with a more focussed definition.

This seminar indicates an active interest in this area of the law on the part of British Columbia lawyers, and provides an excellent opportunity for the exchange of ideas among persons affected by the new Act. I appreciated the invitation to attend, and will be taking notes of comments and suggestions made during the seminar. I hope, however, that none of you will hesitate to write to me with any specific recommendations that you may have. We have undertaken a major task in the revision of our securities law. With your help, we may be able to bring that task to completion.

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ONTARIO SECURITIES COMMISSION

W E E K L Y S U M M A R Y

WEEK ENDING 16TH NOVEMBER, 1979

WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

NOTICE I

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT
OF PRIVATE PLACEMENTS FILED
FOR THE MONTH OF OCTOBER 1979

NOTICE II

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT
OF MATERIAL FILED FOR THE MONTH
OF OCTOBER 1979

NOTICE III

ONTARIO OVER-THE-COUNTER MARKET
SUMMARY OF SHARES TRADED -
OCTOBER 1979

SUPPLEMENT "C"

ONTARIO POLICY NO. 3-43,
STATEMENTS OF INVESTMENT
PORTFOLIO AND STATEMENTS OF
PORTFOLIO TRANSACTIONS OF
MUTUAL FUNDS

Attached as Supplement "C" is
new Ontario Policy No. 3-43.
Please include this policy in
your policy manual.

SUPPLEMENT "X"

IN THE MATTERS OF WELLAND WOODS,
SIMCOM LIMITED, SURFACING FILM
PRODUCTION INC. AND IN THE MATTER
OF SECTIONS 71(1)(p) AND 73 OF
THE SECURITIES ACT, 1978

NOTICE I

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF PRIVATE PLACEMENTS
FILED FOR MONTH OF OCTOBER 1979

FORMS 11 AND 19 SCHEDULE 1 AND 2

FORM 11

January 1, 1979	September 30, 1979	January 1, 1978	September 30, 1978
382 Reports	\$1,271,681,758.18 Equity	195 Reports	\$ 713,060,212.70 Equity
321 Reports	781,266,047.52 Debt	334 Reports	1,343,077,882.78 Debt
October, 1979		October, 1978	
91 Reports	111,359,700.00 Equity	31 Reports	490,911,835.00 Equity
21 Reports	29,319,000.00 Debt	21 Reports	70,957,933.66 Debt
Total to date		Total to date	
473 Reports	1,383,041,458.18 Equity	226 Reports	1,203,972,047.70 Equity
342 Reports	810,585,047.52 Debt	355 Reports	1,444,035,816.44 Debt
	\$2,193,626,505.70		\$2,648,007,864.14

FORMS 12 AND 19 SCHEDULE 3

FORM 12

January 1, 1979	September 30, 1979	January 1, 1978	September 30, 1978
133 Reports	\$ 568,773,282.37 Equity	36 Reports	\$ 68,555,079.75 Equity
13 Reports	71,310,698.69 Debt	29 Reports	10,809,737.70 Debt
October, 1979		October, 1978	
8 Reports	577,803.50 Equity	2 Reports	289,540.00 Equity
		2 Reports	701,580.00 Debt
Total to date		Total to date	
141 Reports	569,351,085.87 Equity	38 Reports	68,844,619.75 Equity
13 Reports	71,310,698.69 Debt	31 Reports	11,511,317.70 Debt
	\$ 640,661,784.56		\$ 80,355,937.45

NOTICE II

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF MATERIAL
FILED FOR MONTH OF OCTOBER 1979

	1979	1978	January 1 - Oct. 31, 1979	January 1 - Oct. 31, 1978
Insider Trading Reports	1975	1373	16,208	13,515
Annual and Interim Financial Reports:	263	227	4,200	3,979
Finance Company Reports	32	29	381	381
Take-Over Circulars	5	9	80	58
Proxy Solicitations and Information Circulars	36	37	1,233	1,200
Miscellaneous Information to Shareholders	507	247	2,996	3,280

NOTICE III

ONTARIO OVER-THE-COUNTER MARKET
SUMMARY OF SHARES TRADED

	MONTH OF OCTOBER		YEAR TO DATE	
	1979	1978	1979	1978
INDUSTRIAL	846,900	915,172	13,831,610	11,018,883
MINING	15,507,577	7,557,597	109,398,290	72,682,256
OIL & GAS	2,594,783	345,911	14,709,198	6,230,664
	18,949,260	8,818,680	137,939,098	89,931,803

The dollar value for the foregoing trading is not available.

CEASE TRADING ORDERS

CAMINDEX MINES LIMITED

The cease trading order dated 31st October, 1979, was rescinded 6th November, 1979, the company being now up-to-date with its filings.

MATT BERRY MINES LIMITED

The cease trading order dated 2nd November, 1979, was continued 16th November, 1979, pending the company complying with Part XVII of The Securities Act, 1978.

REED LTD.

At the request of Reed Ltd., the Ontario Securities Commission, on 6th November, 1979, made a cease trading order in respect of the company's 11-7/8% Sinking Fund Debentures, Series A, and its 11 1/4% Debentures, Series C, pending dissemination of information respecting a material change in the company's affairs.

Note: The Ontario Securities Commission rescinded the above-mentioned cease trading order effective at 10.00.a.m., 7th November, 1979, the company having disseminated information respecting a material change in its affairs.

SIMPSON GOLD MINES, LIMITED

The cease trading order dated 13th December, 1976, and continued 29th December, 1976, was rescinded 14th November, 1979, the company being now up-to-date with its filings.

ST. MARY'S EXPLORATIONS LIMITED

The cease trading order dated 2nd August, 1979, and continued 16th August, 1979, was rescinded 8th November, 1979, the company being now up-to-date with its filings.

IN THE MATTER OF CERTAIN CONVERTIBLE
PREFERENCE SHARES PROPOSED TO BE
CREATED AND ISSUED BY THE CONSUMERS'
GAS COMPANY

Upon it appearing to the Ontario Securities Commission
("Commission") that

- (a) The Consumers' Gas Company ("Consumers'"),
Home Oil Company Limited ("Home") and
Cygnus Corporation Limited ("Cygnus") have
agreed to a transaction whereby, following
the amalgamation of Home and Cygnus,
shareholders of Home and Cygnus (other than
Consumers') will be entitled to receive, at
their option, 7.5% Cumulative Convertible
Redeemable, Voting Preference Shares, Group 5,
First Series, par value \$25 per share (the
"Consumers' Convertible Shares") to be
created and issued by Consumers'; and
- (b) in view of the complexity of the proposed
transaction and the desirability of dissemination
to investors of full information regarding the
transaction, including the attributes of the
Consumers' Convertible Shares, Consumers' has
requested the Commission to prohibit "when issued"
trading in the Consumers' Convertible Shares
pending such dissemination;

And upon it appearing to the Commission to be in the
public interest to make the within order;

The Commission has therefore ordered that "when issued"
trading in the Consumers' Convertible Shares shall cease
forthwith; and that this order, unless extended, varied
or earlier rescinded, shall expire on the date, following
the mailing of the Management Proxy Circular describing
the proposed transaction, upon which the Consumers'
Convertible Shares shall have been posted for "when issue"
trading on the Montreal Stock Exchange and The Toronto
Stock Exchange.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

CANADIAN SECURITY GROWTH FUND LIMITED

The Commission renewed the exemption under S.34(1)4 of The Securities Act, 1978, for the ensuing twelve months.

J. D. CARRIER SHOE CO. LIMITED

WHEREAS J. D. CARRIER SHOE CO. LIMITED (the "Corporation") and its subsidiaries have submitted a Proposal (the "Proposal") under the Bankruptcy Act, R.S.C. 1970, c. B-3, as amended, which provides, inter alia, for the issue of no par value, non-cumulative, redeemable, non-voting preference shares of the Corporation to the ordinary creditors of the Corporation and its subsidiaries;

AND WHEREAS the Corporation has made an application to the Ontario Securities Commission (the "Commission") pursuant to Section 73(1) of The Securities Act, 1978, S.O. 1978, c. 47 (the "Act"), for a ruling that the said intended issue of preference shares not be subject to Section 24 or 52 of the Act;

AND WHEREAS the Commission is satisfied that the making of this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to Section 73(1) of the Act that the intended issue of no par value, non-cumulative, redeemable, non-voting preference shares of the Corporation to the ordinary creditors of the Corporation and its subsidiaries, pursuant to the terms of the Proposal, be and is not subject to Section 24 or 52 of the Act, subject to the following conditions:

1. No such issue of preference shares shall occur unless the Proposal is approved by the Supreme Court of Ontario, in accordance with the provisions of the Bankruptcy Act;

2. No resale, assignment, transfer or other disposition of the preference shares by the holders thereof shall occur except:

- (i) between and amongst such holders;
- (ii) as between any such holder and the Corporation; or
- (iii) upon further application to the Commission.

CONSOLIDATED MARBENOR MINES LIMITED

On application under S.73 of The Securities Act, 1978, (the "Act") by Cornwall Tin & Mining Limited (the "Applicant"), the Ontario Securities Commission ruled that the sale (the "Proposed Trade") by the Applicant through the facilities of The Toronto Stock Exchange of 100,000 common shares of Consolidated Marbenor Mines Limited (the "Issuer") is not subject to Section 24 or Section 52 of the Act, all subject to the conditions that:

- 1. The Issuer's common shares shall have been listed and posted for trading on the Toronto Stock Exchange for at least eighteen months prior to the Proposed Trade;
- 2. The Issuer shall not be in default of any requirement of the Act as of the date of commencement of the Proposed Trade and throughout the period of time during which it is proposed to execute the Proposed Trade;
- 3. The Applicant shall file with the Commission and the Toronto Stock Exchange at least seven days and not more than fourteen days prior to the Proposed Trade,
 - (a) a Notice of Intention to sell substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act, and
 - (b) a Declaration, Undertaking and Certificate substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act

signed by the Applicant or the Applicant's attorney duly appointed;

4. The Proposed Trade shall be conducted through the facilities of the Toronto Stock Exchange in accordance with that exchange's orderly marketing requirements and the Applicant and the Issuer shall provide that exchange with such information respecting the Proposed Trade as that exchange may from time-to-time require in addition to information provided pursuant to the requirements of Form 23.

CONSOLIDATED MARBENOR MINES LIMITED

On application under S.73 of The Securities Act, 1978, (the "Act") by Great Horn Mining Syndicate Inc. (the "Applicant"), the Ontario Securities Commission ("Commission") ruled that the sale (the "Proposed Trade") by the Applicant through the facilities of the Toronto Stock Exchange of 300,000 common shares of Consolidated Marbenor Mines Limited (the "Issuer") is not subject to Section 24 or Section 52 of the Act, all subject to the conditions that:

1. The Issuer's common shares shall have been listed and posted for trading on the Toronto Stock Exchange for at least eighteen months prior to the Proposed Trade;
2. The Issuer shall not be in default of any requirement of the Act as of the date of commencement of the Proposed Trade and throughout the period of time during which it is proposed to execute the Proposed Trade;
3. The Applicant shall file with the Commission and the Toronto Stock Exchange at least seven days and not more than fourteen days prior to the Proposed Trade,
 - (a) a Notice of Intention to sell substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act, and
 - (b) a Declaration, Undertaking and Certificate substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act

signed by the Applicant or the Applicant's attorney duly appointed;

4. The Proposed Trade shall be conducted through the facilities of the Toronto Stock Exchange in accordance with that exchange's orderly marketing requirements and the Applicant and the Issuer shall provide that exchange with such information respecting the Proposed Trade as that exchange may from time-to-time require in addition to information provided pursuant to the requirements of Form 23.

CZAR RESOURCES LIMITED

On application under S.73 of The Securities Act, 1978, (the "Act") by Robert W. Lamond (the "Applicant"), the Ontario Securities Commission ("Commission") ruled that the sale (the "Proposed Trade") by the Applicant through the facilities of the Toronto Stock Exchange of 40,000 common shares of Czar Resources Limited (the "Issuer") is not subject to Section 24 or Section 52 of the Act, all subject to the conditions that:

1. The Issuer's common shares shall have been listed and posted for trading on the Toronto Stock Exchange for at least eighteen months prior to the Proposed Trade;
2. The Issuer shall not be in default of any requirement of the Act as of the date of commencement of the Proposed Trade and throughout the period of time during which it is proposed to execute the Proposed Trade;
3. The Applicant shall file with the Commission and the Toronto Stock Exchange at least seven days and not more than fourteen days prior to the Proposed Trade,
 - (a) a Notice of Intention to sell substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act, and
 - (b) a Declaration, Undertaking and Certificate substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act

signed by the Applicant or the Applicant's attorney duly appointed;

4. The Proposed Trade shall be conducted through the facilities of the Toronto Stock Exchange in accordance with that exchange's orderly marketing requirements and the Applicant and the Issuer shall provide that exchange with such information respecting the Proposed Trade as that exchange may from time-to-time require in addition to information provided pursuant to the requirements of Form 23.

CZAR RESOURCES LIMITED

On application under S.73 of The Securities Act, 1978, (the "Act") by Rudolf Siegert (the "Applicant"), the Ontario Securities Commission ("Commission") ruled that the sale (the "Proposed Trade") by Rudolf Siegert through the facilities of the Toronto Stock Exchange of 40,000 common shares of Czar Resources Limited (the "Issuer") is not subject to Section 24 or Section 52 of the Act, all subject to the conditions that:

1. The Issuer's common shares shall have been listed and posted for trading on the Toronto Stock Exchange for at least eighteen months prior to the Proposed Trade;
2. The Issuer shall not be in default of any requirement of the Act as of the date of commencement of the Proposed Trade and throughout the period of time during which it is proposed to execute the Proposed Trade;
3. The Applicant shall file with the Commission and the Toronto Stock Exchange at least seven days and not more than fourteen days prior to the Proposed Trade,
 - (a) a Notice of Intention to sell substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act, and
 - (b) a Declaration, Undertaking and Certificate substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act

signed by the Applicant or the Applicant's attorney duly appointed;

4. The Proposed Trade shall be conducted through the facilities of the Toronto Stock Exchange in accordance with that exchange's orderly marketing requirements and the Applicant and the Issuer shall provide that exchange with such information respecting the Proposed Trade as that exchange may from time-to-time require in addition to information provided pursuant to the requirements of Form 23.

HENNINGER BREWERY (ONTARIO) LTD.

On application under S.73 of The Securities Act, 1978, (the "Act") by Henninger Brewery (Ontario) Ltd., the Ontario Securities Commission ruled that:

1. the granting of an option by Henninger Brewery (Ontario) Ltd. to McConnell & Company Limited, as agent for Bankhaus Woelbern & Co., to subscribe for and purchase up to 257,000 common shares without par value of Henninger Brewery (Ontario) Ltd. at \$1.00 per share or such lesser amount as additional common shares are issued at a price lower than \$1.00 to any third party, is not subject to S.52 subject to the conditions that:
 - (i) information with only such modifications as are necessary to allow for the fact that the securities which are the subject of this ruling are not securities traded under S.71(1)(h) of the Act, that is satisfactory to and accepted by the Commission in connection with a currently proposed rights offering under S.71(1)(h), is delivered to any beneficial purchasers resident in Canada as well as any proposed holders of the legal title resident in Canada of the securities which are the subject of this ruling prior to any exercise of the option, and
 - (ii) that if not previously delivered to the beneficial purchasers and proposed holders of the legal title referred to in (i) above, comparative financial statements for the year ended February 28, 1979, and for the six months ended August 31, 1979, be so delivered prior to any exercise of the option;

2. sales in or into Ontario of the common shares resulting from the exercise of all or any part of the option is prohibited during a period commencing on the date of this ruling and ending one month subsequent to the date when satisfactory information relating to a rights offering under S.71(1)(h) is delivered to and accepted by the Commission; and
3. a copy of this ruling is delivered to any beneficial purchaser and holder of the legal title resident in Canada of the securities which are the subject of this ruling prior to any exercise of the option.

NORBASKA MINES LIMITED

On application under S.73 of The Securities Act, 1978, (the "Act") by Hugh T. Borthwick (the "Applicant"), the Ontario Securities Commission ("Commission") ruled that the sale (the "Proposed Trade") by the Applicant through the facilities of the Toronto Stock Exchange of 200,000 shares without par value of Norbaska Mines Limited (the "Issuer") to be acquired by him pursuant to exercise of an option granted him by the Issuer, is not subject to Section 24 or Section 52 of the Act, all subject to the conditions that:

1. The Issuer's common shares shall have been listed and posted for trading on the Toronto Stock Exchange for at least eighteen months prior to the Proposed Trade;
2. The Issuer shall not be in default of any requirement of the Act as of the date of commencement of the Proposed Trade and throughout the period of time during which it is proposed to execute the Proposed Trade;

3. The Applicant shall file with the Commission and the Toronto Stock Exchange at least seven days and not more than fourteen days prior to the Proposed Trade,
 - (a) a Notice of Intention to sell substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act, and
 - (b) a Declaration, Undertaking and Certificate substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act

signed by the Applicant or the Applicant's attorney duly appointed;

4. The Proposed Trade shall be conducted through the facilities of the Toronto Stock Exchange in accordance with that exchange's orderly marketing requirements and the Applicant and the Issuer shall provide that exchange with such information respecting the Proposed Trade as that exchange may from time-to-time require in addition to information provided pursuant to the requirements of Form 23.

RAYROCK RESOURCES LIMITED

On application under S.73 of The Securities Act, 1978, (the "Act") by Discovery Mines Limited (the "Applicant"), the Ontario Securities Commission ("Commission") ruled that the sale (the "Proposed Trade") by the Applicant through the facilities of the Toronto Stock Exchange of 400,000 common shares without par value of Rayrock Resources Limited (the "Issuer") is not subject to Section 24 or Section 52 of the Act, all subject to the conditions that:

1. The Issuer's common shares shall have been listed and posted for trading on the Toronto Stock Exchange for at least eighteen months prior to the Proposed Trade;

2. The Issuer shall not be in default of any requirement of the Act as of the date of commencement of the Proposed Trade and throughout the period of time during which it is proposed to execute the Proposed Trade;
3. The Applicant shall file with the Commission and the Toronto Stock Exchange at least seven days and not more than fourteen days prior to the Proposed Trade,
 - (a) a Notice of Intention to sell substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act, and
 - (b) a Declaration, Undertaking and Certificate substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Actsigned by the Applicant or the Applicant's attorney duly appointed;
4. The Proposed Trade shall be conducted through the facilities of the Toronto Stock Exchange in accordance with that exchange's orderly marketing requirements and the Applicant and the Issuer shall provide that exchange with such information respecting the Proposed Trade as that exchange may from time-to-time require in addition to information provided pursuant to the requirements of Form 23.
5. The Applicant, before initiating any sales as part of the Proposed Trade, shall provide to the Commission a letter of assurance satisfactory to the Commission and signed by a registered dealer wherein such dealer represents to the Commission that no unusual effort has been or will be required to be made to prepare the market or to create a demand for the common shares of the Issuer and that no extraordinary commission or other consideration has been or will be required to be paid in order to complete the Proposed Trade and, further, that the Proposed Trade may reasonably be expected to be completed in accordance with the orderly marketing requirements imposed by the Toronto Stock Exchange without having a material adverse effect on the market price for the common shares of the Issuer.

SIMCOM LIMITED
AND
PROM NIGHT PRODUCTIONS INC.
AND
THE FEATURE LENGTH MOTION PICTURE FILM
"PROM NIGHT"

On application under S.73 of The Securities Act, 1978, (the "Act") by Simcom Limited, the Ontario Securities Commission ("Commission") ruled that the intended trade (the "Intended Trade") by Simcom Limited, being the offering for sale and sale at a price of \$25,000 per Unit of sixty four (64) Units (the "Units") of undivided ownership in the feature length motion picture film entitled "Prom Night" (the "Film") and including trades in the course thereof or incidental thereto, is not subject to Section 24 or Section 52 of the Act, all subject to the conditions, with respect to the Intended Trade, that:

1. Offers of Units shall be made to not more than seventy-five (75) offerees and sales of Units shall be made to not more than fifty (50) purchasers;

2. Solicitations of offerees and sales to purchasers shall be made solely by Pitfield MacKay Ross Limited (the "Agent") or by other registered dealers (the "Registered Dealers") registered for such purpose with the Commission and total commissions paid to such Agent and Registered Dealers shall not exceed one hundred thousand dollars (\$100,000);

3. Each offeree shall be provided with a copy of a Private Offering Memorandum in substantially the same form as the draft Private Offering Memorandum dated October 14, 1979 (the "Private Offering Memorandum") and filed with the Commission in support of the application for this Ruling;

4. The offer and sale of Units shall not be accompanied by an advertisement and no selling or promotional expenses shall be paid or incurred in connection therewith except for professional services or for services performed by the Agent or the Registered Dealers;

5. The completion of the Intended Trade (the "Closing") shall take place on or before the close of business on December 31, 1979;

6. Upon Closing, each purchaser shall purchase a minimum of one (1) Unit at a price of \$25,000 on terms as to payment substantially as detailed in the Private Offering Memorandum;

7. Upon Closing, no purchaser shall purchase and subsequent to Closing no holder shall hold less than one whole Unit and there shall be no dealings in fractions of a Unit;

8. Upon Closing, Simcom Limited and Prom Night Productions Inc. shall comply with section 20(2) of the Regulations under the Act;

9. Within ten (10) days of the Closing there shall be filed with the Commission an affidavit of an officer of the Agent identifying the purchasers of Units and stating with respect to each purchaser that such purchaser has been provided with a copy of the Private Offering Memorandum and stating further that such purchaser is a senior officer or director of Simcom Limited or that:

(a) (i) such purchaser has represented that as at December 31, 1979 his net worth will be at least two hundred thousand dollars (\$200,000) and by virtue of his investment experience, or

(ii) such purchaser has represented that as at December 31, 1979 his net worth will be at least fifty thousand dollars (\$50,000) and his taxable income for the 1979 taxation year, before taking into account the effect of tax shelter investments, will place him in the fifty percent (50%) or higher tax bracket and by virtue of his investment experience; or

(b) by virtue of his consultation with or advice from a registered adviser or registered dealer;

the purchaser was able to evaluate the prospective investment in Units on the basis of the Private Offering Memorandum and other information presented to him;

AND SUBJECT TO THE CONDITIONS, with respect to resales of Units effected after the Intended Trade, that:

10. Resales of any of the Units effected after the date of this Ruling but before March 15, 1981 are prohibited excepting upon a bona fide change in investment intent and shall be reported within 10 days thereof by filing with the Commission a report substantially in the form of Schedule 3 to Form 19 as required by Section 53 of the Regulations under the Act;

11. Resales of any of the Units effected on or after March 15, 1981 shall be considered to be first trades of securities previously acquired pursuant to an exemption contained in Section 71(1)(p) of the Act and the provisions of Section 71(4) of the Act are applicable thereto;

AND SUBJECT TO THE CONDITION, with respect to notice of this Ruling and compliance with the Act, that Simcom Limited shall provide a copy of this Ruling to each prospective purchaser of Units, drawing attention specifically to the provisions of conditions 7, 10 and 11.

THE HAMILTON GROUP LIMITED

Upon the application of The Hamilton Group Limited for an order exempting certain of its insiders who are holders of its Class B shares from the reporting requirements of S.102 of The Securities Act, 1978, with respect to their acquisition of shares by way of stock dividend, the Director ordered that those insiders of The Hamilton Group Limited who are holders of its Class B shares are exempted from the reporting requirements of S.102 of that Act with respect to Class B shares received by way of stock dividend, subject to the following conditions:

1. That each such insider shall file by January 31 of each year an insider report disclosing therein any increase in the holdings of such insider of shares by way of stock dividend during the 12-month period ending December 31 preceding such date; and
2. That each such insider shall file insider reports in accordance with S.102 of that Act with regard to all other transactions involving the securities of The Hamilton Group Limited not otherwise exempted.

REED STENHOUSE COMPANIES LIMITED

Whereas Reed Stenhouse Companies Limited, a corporation incorporated under the laws of Canada (the "Corporation"), has made application to the Ontario Securities Commission (the "Commission") under S.117(2)(a)(ii) of The Securities Act, 1978, (the "Act"), for an order exempting those insiders of the Corporation who are holders of Class A Shares of the Corporation from the reporting requirements of S.102 of the Act with respect to Class A Shares of the Corporation received by way of stock dividend, the Director ordered that those insiders of the Corporation who are holders of Class A Shares of the Corporation are exempted from the reporting requirements of S.102 of the Act with respect to Class A Shares of the Corporation received by way of stock dividend, subject to the following conditions:

1. That each such insider, within thirty days after February 28 of each year, shall file with the Commission an insider report disclosing therein any increase in the holdings of such insider of Class A Shares of the Corporation received by way of stock dividend during the previous year;
2. That each insider shall file insider reports with the Commission in accordance with S.102 of the Act with regard to all other transactions involving the securities of the Corporation not otherwise exempted by an order of the Commission.

PROSPECTUSES

ARGOSY FINANCIAL GROUP OF CANADA LIMITED

Final receipt issued November 9, 1979 for prospectus dated October 29, 1979 qualifying the issue of \$3,000,000 Variable Percent Debentures, Series II (unsecured) to be dated October 1, 1979 and to mature on October 1, 1984. Interest will be paid monthly at a rate equal to an annual rate of 1% above the prime lending rate of The Company's banker at Toronto on the month end preceding the date of payment of such interest. The Series II debentures will be offered directly by the Company without commission and may in part be sold through registered brokers to whom prevailing rates of commission will be paid in respect of any such sale.

CANE CONSOLIDATED EXPLORATIONS LIMITED

Receipt issued November 13, 1979 for final prospectus dated November 6th, 1979 qualifying 1,500,000 common shares at \$0.25 per share.

There is also a secondary offering of 175,000 common shares by the selling shareholders. Proceeds from the secondary offering will not accrue to the company.

Distributors are registered securities dealers.

JONES HEWARD FUND LTD.

Final receipt issued November 6, 1979 for prospectus dated November 5, 1979 qualifying the continuous sale of Mutual Fund Shares at their net asset value.

Distributor: Jones Heward and Company Ltd.

"KLONDIKE FEVER"

Final receipt issued November 13, 1979 for prospectus dated November 9, 1979 offering 750 Units in a feature length motion picture at a price of \$6,000 per Unit for a total price of \$4,500,000.

Distributor - C.F.I. Investments Inc.

LANDBANK RESOURCES 79 PROGRAM

Preliminary prospectus dated August 22, 1979 withdrawn and replaced by preliminary prospectus dated August 31, 1979.

"OFF YOUR ROCKER"

Final receipt issued November 15, 1979 for a prospectus dated November 13, 1979 qualifying, on a best efforts basis, the distribution of 306 units of undivided ownership in the feature length motion picture film tentatively entitled "Off Your Rocker". Price per unit is \$10,000 and net proceeds to the Production Company will be \$2,845,800. Principle photography of the film was completed on October 5, 1979.

Selling Agent - Mead & Co. Limited

RATHBURN APARTMENT PROJECT

Final receipt issued November 2, 1979 for prospectus dated October 25, 1979 qualifying 100 Units of Undivided Interest in Rathburn Apartment Project for distribution to the public at a price of \$5,000 per Unit to gross \$1,500,000 (net \$1,406,200 after agent's commission but before expenses of issue) for the Project.

The Project will be subject to a graduated payment mortgage of \$4,969,350 which will increase to approximately \$5,552,000 at the end of its five-year term. Unitholders will not be personally liable on the mortgage.

Agent: Richardson Securities of Canada

SOLO RESOURCES & ENERGY INC. (formerly FROND LAKE MINING COMPANY LIMITED)

Final receipt issued November 9, 1979 for prospectus dated October 26, 1979 qualifying 740,000 shares to the public at \$1.00 per share to net the treasury of the company \$370,000. There will also be a secondary offering of 336,000 shares by the underwriter, the proceeds of which will not accrue to the company's treasury.

Underwriter: M. Rash & Co. Limited

TURBO RESOURCES LIMITED

Receipt issued November 8, 1979 for final prospectus dated November 6, 1979 qualifying 750,000 8½% Cumulative Redeemable Convertible Second Preferred Shares, 1979 Series (par value of \$20.00 per share) to be offered at \$20.00 per share to net the Company \$14,325,000.

RIGHTS OFFERINGS

COPCONDA RESOURCES INC.

Secondary Offering

Receipt issued November 5, 1979 for final prospectus dated October 25, 1979 qualifying 567,000 shares of the Corporation to be offered by two selling shareholders, Century Gold Mining Ltd. and 421241 Ontario Limited, if the selling shareholders exercise an option to purchase the shares from the Corporation.

If offered, the shares will be offered through registered security dealers who may be paid commissions not exceeding 25% of the selling price, which will be the best obtainable prices from time to time.

Proceeds will accrue to the selling shareholders and not to the Corporation.

HENNINGER BREWERY (ONTARIO) LTD.

Material acceptable to the Commission has been received with respect to a rights offering to shareholders of record as of November 15, 1979.

PAN CENTRAL EXPLORATIONS LIMITED

Rights Offering withdrawn at the request of the company.

STATEMENT OF MATERIAL FACTS

FIRST CALGARY PETROLEUMS LTD.

The Company is offering by way of a fixed price offering on the floor of The Toronto Stock Exchange not less than 325,000 and not more than 400,000 Common Shares to provide the Company with not less than \$975,000.

There is also a secondary offering of not less than 200,000 and not more than 230,000 Common Shares to provide the selling shareholder with not less than \$550,000.

Agent: Merit Investment Corporation

RELEASES FROM ESCROW

BIGHART OIL AND GAS LTD.

The Commission has consented to the prorata release of 1,565,892 shares held in escrow by The Canada Trust Company.

CASTLEBAR SILVER & COBALT MINES LTD.

The Commission has given consent to release 184,225 escrowed shares from the escrow at present held by National Trust Company, Limited, such shares to be released on a pro rata basis to the present holders.

TRANSFERS WITHIN ESCROW

<u>Company</u>	<u>From</u>	<u>To</u>	<u>No. of Sha</u>
Bijou Mines & J. P. Jewell Oils Limited		Patrick Mitchell	100,000
Bijou Mines & The Estate of H. J. Oils Limited Jewell, Sr.		J. P. Jewell	75,000
McFinley MinesPeter K. Gummer Limited		W. W. Cummins	160,000
McFinley MinesJean Meredith Limited		W. W. Cummins	27,050
McFinley MinesWillow Myriel Limited McMaster Buckles		W. W. Cummins	3,160
McFinley MinesMargaret Winter Limited McDougall		W. W. Cummins	1,200

- PART B -

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED

NOVEMBER 2, 1979

55 FALBY COURT

NATIONAL ISSUE ONTARIO

\$1,700,000 OFFERING DIVIDED INTO 100 UNITS OF UNDIVIDED INTEREST.

PRICE: \$17,000 PER UNIT

AGENT: RICHARDSON SECURITIES OF CANADA

PRAIRIE RIDGE RESOURCE EXPLORATIONS LIMITED

OFFERING COMMON SHARES WITHOUT PAR VALUE.

UNDERWRITER: R. E. BARNHARDT SECURITIES, INC.

SECONDARY OFFERING: 190,000 ISSUED AND OUTSTANDING COMMON SHARES

NOVEMBER 5, 1979

HUDSON'S BAY COMPANY ACCEPTANCE LIMITED

NATIONAL ISSUE ONTARIO

OFFERING DEBENTURES SERIES G (REDEEMABLE).

UNDERWRITER: DOMINION SECURITIES LIMITED
RICHARDSON SECURITIES OF CANADA

CYMBAL EXPLORATIONS INC.

OFFERING 750,000 UNDERWRITTEN COMMON SHARES WITHOUT PAR VALUE.

UNDERWRITERS: DURHAM SECURITIES CORPORATION LIMITED
NORWICH INVESTMENTS LIMITED
ROSMAR CORPORATION LIMITED

SECONDARY OFFERING: 300,000 COMMON SHARES WITHOUT PAR VALUE.

POCO PETROLEUMS LTD.

NATIONAL ISSUE ALBERTA

OFFERING 3,269,300 COMMON SHARES WITHOUT NOMINAL OR PAR VALUE.

UNDERWRITER: WALWYN STODGELL COCHRAN MURRAY LIMITED

NOVEMBER 7, 1979

TOTAL PETROLEUM (NORTH AMERICA) LTD.

NATIONAL ISSUE ONTARIO

OFFERING CUMULATIVE REDEEMABLE CONVERTIBLE PREFERRED SHARES.

UNDERWRITERS: PITFIELD MACKAY ROSS LIMITED
MORGAN STANLEY CANADA LIMITED

CANADIAN OCCIDENTAL PETROLEUM LTD.

NATIONAL ISSUE ALBERTA

OFFERING CONVERTIBLE SUBORDINATED DEBENTURES (UNSECURED).

UNDERWRITERS: BURNS FRY LIMITED
MCLEOD YOUNG WEIR LIMITED
A. E. AMES & CO. LIMITED
BACHE HALSEY STUART CANADA LTD.

NOVEMBER 9, 1979

GOLDEN EAGLE EXPLORATIONS INC.

OFFERING 1,000,000 COMMON SHARES (WITHOUT PAR VALUE).

UNDERWRITER: ROSMAR CORPORATION LIMITED

SECONDARY OFFERING: 475,000 COMMON SHARES WITHOUT PAR VALUE.

NOVEMBER 13, 1979

MIDNIGHT MATINEE
(A FEATURE-LENGTH MOTION PICTURE)

NATIONAL ISSUE ONTARIO

OFFERING 677 FILM UNITS.

SUBSCRIPTION PRICE: \$10,000.00 PER UNIT FOR AN AGGREGATE PRICE OF
\$6,770,000.00.

UNDERWRITER: MERRILL LYNCH, ROYAL SECURITIES LIMITED

MARMAC RESOURCES LIMITED

OFFERING 350,000 COMMON SHARES (WITHOUT PAR VALUE).

UNDERWRITER: MARCHMENT & MACKAY LIMITED

SECONDARY OFFERING: 100,000 SHARES

NOVEMBER 14, 1979

PALOMA PETROLEUM LTD.

NATIONAL ISSUE ALBERTA

OFFERING COMMON SHARES (WITHOUT NOMINAL OR PAR VALUE).

UNDERWRITER: MERRILL LYNCH, ROYAL SECURITIES LIMITED

AMENDMENTS RECEIVED

NOVEMBER 7, 1979

BARYMIN EXPLORATIONS LIMITED

AMENDMENT #1 DATED NOVEMBER 5, 1979 TO STATEMENT OF MATERIAL FACTS DATED JULY 25, 1979.

EMPIRE RESOURCE EXPLORATIONS LIMITED

AMENDMENT #1 DATED OCTOBER 26, 1979 TO PROSPECTUS DATED JULY 6, 1979.

NOVEMBER 9, 1979

THE METROPOLITAN TRUST COMPANY GROWTH FUND

AMENDMENT #1 DATED OCTOBER 31, 1979 TO PROSPECTUS DATED APRIL 30, 1979.

THE METROPOLITAN TRUST COMPANY MORTGAGE INCOME FUND

AMENDMENT #1 DATED OCTOBER 31, 1979 TO PROSPECTUS DATED APRIL 30, 1979.

NOVEMBER 14, 1979

QUEBEC EXPLORERS CORPORATION LTD.

AMENDMENT #1 DATED OCTOBER 12, 1979 TO PROSPECTUS DATED OCTOBER 12, 1979.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING
REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION
THEY HAVE CEASED DISTRIBUTION

BEAUFORT ENERGY LIMITED

Midland Doherty Limited - November 5, 1979

BEAUFORT PETROLEUM INVESTMENT LIMITED

Midland Doherty Limited - November 5, 1979

CIRCLE OF TWO

Midland Doherty Limited - November 1, 1979

COMBINED METAL MINES LIMITED

Standard Securities Limited - November 14, 1979

CORONATION GOLD EXPLORERS INC.

Durham Securities Corporation Ltd. - October 31, 1979

COSTAIN LIMITED

McLean, McCarthy & Company Limited - October 26, 1979

DAON DEVELOPMENT CORPORATION

Brown, Baldwin, Nisker Limited - November 12, 1979

GENEVA ENERGY '79

Davidson Partners Limited - November 2, 1979
A. E. Osler, Wills, Bickle Limited - November 9, 1979

THE LAST CHASE

Connor, Clark & Company Ltd. - October 29, 1979

MERCIER EXPLORATIONS LIMITED

Durham Securities Corporation Ltd. - November 8, 1979
Rosmar Corporation Limited - October 31, 1979

NOLAN LAKE EXPLORATIONS INC.

Durham Securities Corporation Ltd. - November 9, 1979

NORTHSTAR RESOURCES 79-80

Midland Doherty Limited - November 5, 1979

OMEGA HYDROCARBONS LTD.

Nesbitt Thomson Securities Limited - October 20, 1979

TURBO RESOURCES LIMITED

Burns Fry Limited
Greenshields Incorporated

- November 13, 1979
- November 8, 1979

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

- A ANNUAL FINANCIAL STATEMENTS
- B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
- C INTERIM FINANCIAL STATEMENTS
- D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
- E OTHER REPORTS TO SHAREHOLDERS
- F REPORT OF MATERIAL CHANGE FORM 27

AGF MONEY MARKET FUND	A
AGT DATA SYSTEMS LIMITED	E
ACROFUND LTD.	C
AGNICO-EAGLE MINES LIMITED	E
ALBANY OIL AND GAS LIMITED	E
ALBERTA ENERGY COMPANY LTD.	E
ALCAN ALUMINIUM LIMITED	E
ALGOMA CENTRAL RAILWAY	E
ALGOMA STEEL CORPORATION, LIMITED	E
ALGONQUIN MERCANTILE CORPORATION	E
ALL-CAN HOLDINGS LTD.	E
ALLIED CHEMICAL CORPORATION	C
ALLONT LIMITED	E
ALUMINUM COMPANY OF CANADA, LTD.	E
AMALGAMATED BONANZA PETROLEUM LTD.	E H
AMAX INC.	E
AMERICAN EXPRESS COMPANY	E
AQUITAINE COMPANY OF CANADA LTD.	E
ARGUS CORPORATION LIMITED	E
ASBESTOS CORPORATION LIMITED	E
ASSOCIATED RECREATION CORP.	B
AVCO FINANCIAL SERVICES, INC.	C
BBC REALTY INVESTORS	C
BANK OF NOVA SCOTIA, THE	E
BANNER FUND	C
BAR RESOURCES LIMITED	E
BARYMIN EXPLORATIONS LIMITED	E H

BATTLECREEK RESOURCES LTD.	B
BAY MILLS LIMITED	A B
BELLE AIRE RESOURCES	C
EXPLORATIONS LIMITED	
BELL CANADA	E
BETHLEHEM COPPER CORPORATION	C E
BLACKWOOD HODGE	E F
(CANADA) LIMITED	
BOMAC BATTEN LIMITED	E
BOMBARDIER INC.	E
BRALORNE RESOURCES LIMITED	C
BRANDY BROOK MINES LIMITED	A
BRINCO LIMITED	C
BRITISH COLUMBIA FOREST	C E
PRODUCTS LIMITED	
BRITISH COLUMBIA	C
TELEPHONE COMPANY	
BRITISH PETROLEUM COMPANY	E
LIMITED	
BROULAN REEF MINES LIMITED	C
BRUNSWICK MINING AND SMELTING	C E
CORPORATION LIMITED	
BUDD CANADA, INC.	E
BUSHNELL COMMUNICATIONS LIMITED	E
CAE INDUSTRIES LTD.	E
THE CADILLAC FAIRVIEW	C E
CORPORATION LIMITED	
CAMBRIDGE LEASEHOLDS LIMITED	A
CAMINDEX MINES LIMITED	A
CAMPBELL CHIBOUGAMAU	C E
MINES LTD.	
CANABEC EXPLORATIONS LTD.	C
CANADA DEVELOPMENT CORPORATION	E
CANADA PERMANENT TRUST COMPANY	E
CANADIAN CABLESYSTEMS LIMITED	F
CANADIAN CELLULOSE	C
COMPANY, LIMITED	
CANADIAN INDUSTRIES LIMITED	C
CANADIAN INVESTMENT FUND LTD.	C
CANADIAN LENCOURT MINES LIMITED	C
CANADIAN MARCONI COMPANY	E
CANADIAN OCCIDENTAL	B E C
PETROLEUM LTD.	
CANADIAN PACIFIC	E
INVESTMENT LIMITED	
CANADIAN PACIFIC LIMITED	E

CANADIAN RESERVE OIL & GAS LTD.	E
CANADIAN SUPERIOR OIL LTD.	C
CANADIAN TRUSTEED INCOME FUND	A
CANADIAN UTILITIES LIMITED	C
CANAGEX INTERNATIONAL FUND	E
CARMA DEVELOPERS LTD.	E
J.D. CARRIER SHOE CO. LIMITED	E
CASSIAR ASBESTOS	E
CORPORATION LIMITED	
CHANCELLOR ENERGY RESOURCES INC.	E
CHESBAR RESOURCES INC.	C
CHIEFTAIN DEVELOPMENT CO. LTD.	E
CHRYSLER CORPORATION	E
CITIES SERVICE COMPANY	E
CLAREMONT MINES LIMITED	E
COMINCO LTD.	C
COMMERCIAL OIL AND GAS LTD.	E
COMPRO LIMITED	A
COMPUTEL SYSTEMS LTD.	C
COMTECH GROUP	A B
INTERNATIONAL LIMITED	
CONSOLIDATED DURHAM MINES	E
& RESOURCES LIMITED	
CONSOLIDATED MORRISON	E
EXPLORATIONS LTD.	
CONSOLIDATED OIL & GAS INC.	C
THE CONSUMERS' GAS COMPANY	E F
CONSUMERS GLASS COMPANY LIMITED	E
CONVENTURES LIMITED	C
N.B. COOK CORPORATION LTD.	E
COOPER CANADA LIMITED	E
CORBY DISTILLERIES LIMITED	E
CORONATION GOLD EXPLORATIONS INC.	C E
COSEKA RESOURCES LIMITED	B
CRESTBROOK FOREST	C
INDUSTRIES LTD.	
CUVIER MINES LTD.	C
CYGNUS CORPORATION LIMITED	E F
CYPRUS ANVIL MINING CORPORATION	E
CZAR RESOURCES LTD.	E
DRG LIMITED	E
DALE-ROSS HOLDINGS LIMITED	E
DAVIS KEAYS MINING CO. LTD.	C
DEBHOLD (CANADA) LIMITED	E
DELHI PACIFIC MINES LIMITED	C

DENISON MINES LIMITED	E
DISCOVERY MINES LIMITED	E
DOMAN INDUSTRIES LIMITED	C
DOME PETROLEUM LIMITED	E
DOMINION BRIDGE	E
COMPANY LIMITED	
DOMINION DAIRIES LIMITED	E
DOMINION FOUNDRIES AND	C
STEEL, LIMITED	
DOMINION TEXTILE INC,	E
DOMLIN INC.	E
DOMTAR INC.	E C
DONOHUE INC.	C
DRUMMOND MCCALL INC.	C
DUNDEE-PALLISTER RESOURCES INC.	A E
DU PONT CANADA INC.	C
E-L FINANCIAL	C F
CORPORATION LIMITED	
EAGLE ROCK MINES LIMITED	A
EASTERN PROVINCIAL	E
AIRWAYS LIMITED	
ELKS STORES LIMITED	E
EMCO LIMITED	E C
FATHOM OCEANOLOGY LIMITED	E
FEDERAL INDUSTRIES LTD.	E
FEDERAL PIONEER LIMITED	E
FEDERAL TRUSTCO INC.	E
FIDELITY TREND FUND, INC.	E
THE FIDELITY TRUST COMPANY	E
FIRST CITY TRUST COMPANY	E
FORD MOTOR COMPANY OF	C E
CANADA, LTD.	
G.M.G. HOLDINGS INC.	E
GARRISON CREEK CONSOLIDATED	C
MINES LIMITED	
GEMEX MINERALS INC.	C
GENERAL AMERICAN OIL	E
COMPANY OF TEXAS	
GENSTAR LIMITED	E
GEOLEX RESOURCES LTD.	C
GERIN LIMITED	C
GETTY OIL COMPANY	E F
GOLDEN BOUNTY MINING	C
COMPANY LIMITED	
GOLDEN BRIAR MINES LIMITED	A B
GRANDMA LEE'S INC.	E

GREAT LAKES FOREST	E
PRODUCTS LIMITED	
GREAT NORTHERN FINANCIAL	C
CORPORATION	
GREY GOOSE CORPORATION LIMITED	E
GROUPED INCOME SHARES LIMITED	C
THE GUARANTEE COMPANY OF	C
NORTH AMERICA	
GUARDIAN CAPITAL GROUP LIMITED	C
GUARDIAN ENTERPRISE FUND	C
OF CANADA	
GUARDIAN GROWTH FUND LIMITED	C
GUARDIAN NORTH AMERICAN FUND	C
GUARDIAN SECURITY INCOME FUND	C
GULF & WESTERN INDUSTRIES, INC.	E
HALIFAX DEVELOPMENT LIMITED	E C
HALLIBURTON COMPANY	E
HARLEQUIN ENTERPRISES LIMITED	E C
J. HARRIS & SONS LIMITED	E
HAWKER SIDDELEY CANADA LTD.	E
HEADWAY CORPORATION LIMITED	C
HEMISPHERE DEVELOPMENT	C
CORPORATION	
HOLLINGER ARGUS LIMITED	C
HOME OIL COMPANY LIMITED	E
HOUSE OF BRAEMORE	E
FURNITURE LIMITED	
D.H. HOWDEN & CO. LIMITED	C
HUDSON BAY MINING AND	C
SMELTING CO. LIMITED	
HUDSON'S BAY OIL AND GAS	C E
COMPANY LIMITED	
HUGHES TOOL COMPANY	E C
HUSH OIL LIMITED	E
HYDRA EXPLORATIONS LIMITED	A B
I U INTERNATIONAL CORPORATION	C E
I.T.L. INDUSTRIES LIMITED	C
IMASCO LIMITED	E
IMPERIAL GENERAL	E
PROPERTIES LIMITED	
INEXCO OIL COMPANY	E
INGLIS LIMITED	E C
INTERNATIONAL BALFOUR	E
RESOURCES LTD.	
INTERNATIONAL BY-	E
PRODUCTS LIMITED	
INTERNATIONAL PAPER COMPANY	C

INTERPROVINCIAL PIPE	C
LINE LIMITED	
THE INVESTORS GROUP	C E
INVESTORS GROWTH FUND OF	A B
CANADA LTD.	
THE ISLAND TELEPHONE	C
COMPANY, LIMITED	
IVACO LTD.	E C
JANNOCK LIMITED	C E
JOHNSON & JOHNSON	C E
JUNCTION EXPLORATIONS LIMITED	C
K-TEL INTERNATIONAL INC.	E
KAMCON MINES LIMITED	C
KAMSACK RESOURCE	A C
EXPLORATIONS LIMITED	
KEEPRITE INC.	E
KERR-MCGEE CORPORATION	E
KINGSBRIDGE APARTMENTS LIMITED	C
KINTU URANIUM MINES LTD.	C
KRAFT, INC.	E
JOHN LABATT LIMITED	E
LABRADOR MINING AND	C
EXPLORATION COMPANY LIMITED	
LAKE FOREST PRODUCTS LTD.	E
LAKELYN MINES LIMITED	E
LAVA CAP RESOURCES LTD.	E
LEASE-RITE CORPORATION INC.	C
LEONS FURNITURE LIMITED	C
LES MINES EST-MALARTIC LTEE	E
LOBLAW COMPANIES LIMITED	C
LOCHIEL EXPLORATION LTD.	E
LOGISTEC CORPORATION	C
LUNEL ENTERPRISES INC.	A
LYNX-CANADA EXPLORATIONS LIMITED	E
MICC INVESTMENTS LIMITED	E
MTS INTERNATIONAL SERVICES INC.	E
MACLAREN POWER &	E
PAPER COMPANY	
MACMILLAN BLOEDEL LIMITED	C
MADELEINE MINES LTD.	C
MADSEN RED LAKE GOLD MINES LIMITED	C
MAGNA INTERNATIONAL INC.	E F
MANDARIN MINES LTD.	E

MAPLE LEAF MILLS LIMITED	E
MAPLEX MANAGEMENT & HOLDINGS LIMITED	E
MARITIME TELEGRAPH & TELEPHONE COMPANY LIMITED	C
MASSEY FERGUSON FINANCE COMPANY OF CANADA LIMITED	C
MASSEY-FERGUSON LIMITED	E
MATE YELLOWKNIFE GOLD MINES LIMITED	C
MCGRAW-HILL RYERSON LIMITED	C
MCINTYRE MINES LIMITED	F
MELROSE EXPLORATIONS LTD.	E
MERCIER EXPLORATIONS LIMITED	C
MERIDIAN CONCEPTS LTD.	F
MESA PETROLEUM CO.	C
METINA DEVELOPMENTS INC.	C
MIKES SUBMARINES INC.	E
MINERAL RESOURCES INTERNATIONAL LIMITED	F
MINERA LA VENCEDORA, S.A. DE C.V.	A
MIRCAN INDUSTRIES LIMITED	E
MITEL CORPORATION	F
MOLSON COMPANIES LIMITED	E
MONETA PORCUPINE MINES LIMITED	A B
MONTREAL TRUST COMPANY	E
MOORE CORPORATION LIMITED	C E
MOUNTAIN STATES RESOURCES LTD.	E
MUTUAL ACCUMULATING FUND	C
MUTUAL INCOME FUND	A E
NL INDUSTRIES INC.	E
NATIONAL SEA PRODUCTS LIMITED	E
NEW BEDFORD RESOURCES & DEVELOPMENTS LIMITED	A C
NEWCO FINANCIAL CORPORATION	D
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	E
NEW INSCO MINES LTD.	E
NEW QUEBEC RAGLAN MINES LIMITED	C
NOMA INDUSTRIES LIMITED	E
NORANDA MINES LIMITED	E
NORCEN ENERGY RESOURCES LIMITED	E
NORSEMAN MINES LIMITED	A
NORTH AMERICAN PHILLIPS CORPORATION	C
NORTH CANADIAN OILS LIMITED	E
NORTHGATE EXPLORATION LIMITED	E

NORTHUMBERLAND MINES LIMITED	A B
NORTHWESTERN UTILITIES LIMITED	C
NOVA SCOTIA SAVINGS & LOAN COMPANY	C
NUFORT RESOURCES INC.	E
NUMAC OIL AND GAS LTD.	E
NU-WEST DEVELOPMENT CORPORATION LTD.	E
O P I LTD.	E
OKANAGAN HELICOPTER LTD.	E
OLD CANADA INVESTMENT CORPORATION LIMITED	E F
ONAPING RESOURCES LIMITED	E
ORBIT OIL & GAS LTD.	E
OROFINO MINES LTD.	E
P C L INDUSTRIES LTD.	C
PAGE PETROLEUM LTD.	C E
PANCANADIAN PETROLEUM LIMITED	C
PARK COUNTY TOWNHOUSE INVESTMENTS	A C E
PEDLAR INDUSTRIAL INC.	C
PEERLESS RUG LIMITED	C
PEOPLE JEWELLERS LIMITED	A B
PINE POINT MINES LIMITED	C
PLACE GAS & OIL COMPANY LIMITED	C
PLUMBING MART CORPORATION	C
PLUMBING MARTS OF AMERICA INC.	C
POLYSAR LIMITED	E
PRAIRIE OIL ROYALTIES COMPANY LTD.	E
PREMIER CABLEVISION LIMITED	E
PRESTON MINES LIMITED	F
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	E
PYX EXPLORATIONS LTD.	E
RAM PETROLEUMS LTD.	E
RANGECO OIL & GAS LTD.	E
RANGER OIL (CANADA) LIMITED	E
RANK ORGANISATION	E
RARE EARTH RESOURCES LIMITED	E
RAYROCK RESOURCES LIMITED	C
REAL TIME DATAPRO LTD.	C
REED LTD.	C E

REED PAPER LTD.	C E
REED STENHOUSE COMPANIES LIMITED	E
REICHOLD LIMITED	E
REITMANS (CANADA) LIMITED	E
RILEYS DATA SHARE	E
INTERNATIONAL LTD.	
RIO ALGOM LIMITED	E F
RIVERSIDE YARNS LIMITED	C
RON-ROY URANIUM MINES LIMITED	A C
ROTHMANS OF PALL MALL	E
CANADA LIMITED	
HUGH RUSSEL INC.	E
ST. MARY'S EXPLORATIONS LIMITED	A B C
SANDWELL AND COMPANY LIMITED	E
SCOTT PAPER LIMITED	C
SCURRY-RAINBOW OIL LIMITED	E
SEABOARD LIFE	C
INSURANCE COMPANY	
THE SEAGRAM COMPANY LTD.	A B
SEEMAR MINES LIMITED	E
SELKIRK COMMUNICATIONS LIMITED	C
SENBROOK TOWNHOUSE LIMITED	A B
SENTINEL HOLDINGS LIMITED	D
(OFFEREE)	
UNICORP FINANCIAL CORPORATION	
(OFFEROR)	
SHAWNEE PETROLEUMS LIMITED	A
SHALL CANADA LIMITED	C
SHELL CANADA RESOURCES LIMITED	E
SHELL OIL COMPANY	C
SHELTER HYDROCARBONS LIMITED	E
SHEPHERD PRODUCTS LIMITED	E
SILVERWOOD INDUSTRIES LIMITED	E
SIMPSONS-SEARS LIMITED	E
SLATER STEEL INDUSTRIES LIMITED	C
SPERRY CORPORATION	C
STALL LAKE MINES LIMITED	A B
STANDARD BROADCASTING	E
CORPORATION LIMITED	
STANDARD INDUSTRIES LTD.	C
THE STEEL COMPANY OF	C
CANADA LIMITED	
STEINBERG INC.	A E
STERISYSTEMS LTD.	E
SUNCOR INC.	C
SUPERIOR ACCEPTANCE	E
CORPORATION LIMITED	
SURPASS CHEMICALS LIMITED	C

TIW INDUSTRIES LTD.	C
TELE-METROPOLE INC.	E
TEXACO CANADA INC.	C
TEXASGULF INC.	E
THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	E
THOMSON NEWSPAPERS LIMITED	E
THE TIMKEN COMPANY	C
TONECRAFT LIMITED	C
TORONTO-DOMINION CENTRE LIMITED	C
TORSTAR CORPORATION	C
TOTAL PETROLEUM (NORTH AMERICA) LTD.	E
TRANS CANADA PIPELINES LIMITED	E
TRANS-MOUNTAIN PIPELINE COMPANY LTD.	C E
TRANS-NATION INCORPORATED	A
TRINITY RESOURCES LTD.	E
TURBO RESOURCES LIMITED	E
UNICAN SECURITY SYSTEMS LTD.	E
UNICORP FINANCIAL CORPORATION	E
UNICORP FINANCIAL CORPORATION (OFFEROR)	D
SENTINEL HOLDINGS LIMITED (OFFEREE)	
UNION CARBIDE CANADA LIMITED	E
UNION GAS LIMITED	E
UNION OIL COMPANY OF CANADA LIMITED	C
UNITED ASBESTOS INC.	E
UNITED CANADIAN SHARES LIMITED	C
UNITED COBALT MINES LIMITED	A B
UNITED FINANCIAL MANAGEMENT LTD.	C
UNIVERSAL SAVINGS INCOME FUND	E
UNIVERSAL SAVINGS INTERNATIONAL FUND	E
UNIVERSAL SAVINGS NATURAL RESOURCE AND ENERGY FUND	E
VAN DER HOUT ASSOCIATES LIMITED	E
VESTGRON MINES LIMITED	E
VILLE MARIE EXPLORATIONS LIMITED	C
VULCAN INDUSTRIAL PACKAGING LIMITED	C E
WAINOCO OIL CORPORATION	E
WAJAX LIMITED	E
WALL & REDEKOP CORPORATION	B
WARDAIR INTERNATIONAL LTD.	E
WELDWOOD OF CANADA LIMITED	C
WESTBURNE INTERNATIONAL INDUSTRIES LTD.	E
WESTCOAST PETROLEUM LTD.	C E

WESTEEL-ROSCO LIMITED	C
GEORGE WESTON LIMITED	E
THE WHITE PASS AND YUKON CORPORATION LIMITED	E
WHONNOCK INDUSTRIES LIMITED	E
WIRED CITY COMMUNICATIONS LTD.	A B
WIX CORPORATION LIMITED	C
WOODSREEF MINERALS LTD.	E
 YORK CENTRE CORPORATION	 A B

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 25, 1979	Mr. Harold K. Steele	Madax International Corporation Common Shares	\$ 2.25	10,000 shrs
Oct. 26, 1979	Bryan A. Grams	PanCana Industries Ltd. - Common Shares	2.25	43,350 "
Oct. 26, 1979	Edward Chwyl	"	2.25	83,150 "
Oct. 26, 1979	Paul G. Tizzard	"	2.25	43,350 "
Oct. 26, 1979	Kenneth P. Murphy	"	2.25	83,150 "
Oct. 26, 1979	John M. Gareau	"	2.25	97,000 "
Oct. 25, 1979	Metallgesellschaft Canada Investments Limited	Teck Corporation Limited - Class "A" Common Shares	16.00	110,000 "
Sep. 30, 1979	Montreal Trust Company, Trustee, Hospitals of Nova Scotia Pension Plan	European & Pacific Investment Trust Units	103.64	7,236.19 units
Sep. 30, 1979	The International Trust Company, Trustee for: Wabco Ltd. Wabco-Standard Limited	"	103.64	4,824.13 units
Sep. 30, 1979	Brant Investments Limited	"	103.64	1,447.23 units
Sep. 30, 1979	"Pentor Company" Nominee for The Pension Fund Society of the Toronto- Dominion Bank	"	103.64	4,824.13 units
Sep. 30, 1979	Pension Fund Society of The Royal Bank of Canada	"	103.64	4,824.13 units
Sep. 30, 1979	Jeflion Canada Ltd.	"	103.64	33,768.91 units

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Sep. 30, 1979	Comtrust Services Inc. No.12	European & Pacific Investment Trust Units	103.64	17,366.87 units
Oct. 9, 1979	Priflores Trust	Commercial Oil & Gas Ltd. Common Shares	3.00	33,334 shrs
Oct. 9, 1979	Canadian Gas & Energy Fund Ltd.	"	3.00	50,001 "
Oct. 9, 1979	Security Trading Limited	"	3.00	50,001 "
Oct. 9, 1979	John R. Finlay Ltd.	"	3.00	33,334 "
Oct. 9, 1979	HCI Holdings Limited	"	3.00	33,334 "
Oct. 22, 1979	Paramount Oil & Gas Ltd.	Thunderbolt Gas & Oil Explorations Inc. - Common Shares	.25	400,000 "
Oct. 15, 1979	Confederation Life Insurance Company	Sobey's Stores Limited - 11.500% due October 15, 1999 Series "L" Sinking Fund Debentures	500,000.00	\$ 500,000.00
Oct. 3, 1979	227428 Oil & Gas Limited	PanCana Industries Limited - Common Shares	.80	2,058,208 shrs
Oct. 31, 1979		Henninger Brewery (Ontario) Ltd. Option to purchase Non-Voting Participating Convertible Shares	19,500.00	Option to purchase 325,000 "
Sep. 30, 1979	National Trust Company Limited A/C 267651	European & Pacific Investment Trust Units	103.64	2,412.60 units
July 30, 1979	Daughney-Mann Syndicate	Scarboro Oils 79 Program - Units	100,000.00	1 unit
July 30, 1979	Guardian Capital Investment Counsel Limited	"	100,000.00	1 unit
July 30, 1979	James S. Hinds	"	100,000.00	1 unit

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 9, 1979	Albert Allison	Proto Explorations & Holdings Inc. - Common Shares	\$ 1.00	150,000 shrs
Nov. 9, 1979	Morris B. Kaufman	"	1.00	350,000 "
Nov. 9, 1979	Camdon Investment Syndicate	"	1.00	100,000 "
Nov. 9, 1979	Paramount Oil & Gas Limited	"	1.00	500,000 "

FORMS 12 AND FORM 19 SCHEDULE 3 - RESALE OF SECURITIES

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 9, 1979	June 14, 1978	Confederation Life Insurance Company	Northstar Resources Limited - Common Shares	\$ 5.00	12,300 shrs
Oct. 22, 1979	Feb. 19, 1979	Edward J. Ead Capital Limited	Atlas Yellowknife Mines Limited - Common Shares	.73 .66 .65	500 " 500 " 4,000 "
Oct. 29, 1979- Nov. 6, 1979	July 13, 1978	H.C.I. Investment Syndicate	Bar Resources Limited - (Formerly Babi Lake Copper Mines Limited)	1.75 to 2.00	21,500 "

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

<u>Seller</u>	<u>Security</u>	<u>Amount</u>
Cornwall Tin & Mining Corporation	Consolidated Marbenor Mines Limited - Common Shares	100,000 shares
Great Horn Mining Syndicate Inc.	"	300,000 "

(186)

ONTARIO POLICY NO. 3-43

STATEMENTS OF INVESTMENT PORTFOLIO AND
STATEMENTS OF PORTFOLIO TRANSACTIONS
OF MUTUAL FUNDS

Sections 73(2)(b) and 74(2)(b) of the regulations under The Securities Act, 1978, permit, in specified circumstances, aggregate disclosure in statements of investment portfolio and statements of portfolio transactions with respect to short term debt instruments. One test as to whether this type of disclosure is permissible is that the instruments "have achieved an investment rating falling within the highest or next highest categories of every service recognized by the Commission that publishes ratings on the short term debt instruments of the issuer".

For purposes of these provisions, the Commission recognizes Canadian Bond Rating Service Limited and Dominion Bond Rating Service.



Ontario

10 Wellesley Street East
Toronto, Ontario
M7A 2H7

ONTARIO SECURITIES COMMISSION

IN THE MATTER OF WELLAND WOODS
-and-
IN THE MATTER OF SIMCOM LIMITED
-and-
IN THE MATTER OF SURFACING FILM
PRODUCTION INC.
-and-
IN THE MATTER OF SECTIONS 71(1)(p)
AND 73 OF THE SECURITIES ACT, 1978

Hearing:	October 24, 1979 (In the Matter of Welland Woods)	
Present:	J. C. Baillie, Q.C.	- Chairman
	H. S. Bray, Q.C.	- Vice-Chairman
	R. N. Cockburn	- Commissioner
	E. S. Miles	- Commissioner
	G. C. McCartney	- Commissioner
	W. A. Simonton	- Commissioner
	S. Thom, Q.C.	- Commissioner
	Gregory P. King	- Counsel to Quotient Investment Limited
	Barry S. Arbus	- Counsel to potential investors of Welland Woods
	L. Gord	- Staff Counsel

Hearing:	October 26, 1979 (In the Matter of Simcom Limited and In the Matter of Surfacing Film Production Inc.)	
	J. C. Baillie, Q.C.	- Chairman
	H. S. Bray, Q.C.	- Vice-Chairman
	R. N. Cockburn	- Commissioner
	E. S. Miles	- Commissioner
	R. T. Morgan	- Commissioner
	W. A. Simonton	- Commissioner
	S. Thom, Q.C.	- Commissioner
	G. C. Miller and J. S. Stohn	- Counsel to Surfacing Film Production Inc.
	M. Yontef and M. S. Allen	- Counsel to Simcom Limited
	L. Gord and T. A. Creet	- Staff Counsel

Each of these applications related, directly or indirectly, to the interpretation and application of clause 71(1)(p) of The Securities Act, 1978. All involved tax-shelter securities designed to provide the investors with benefits under the Income Tax Act. In Welland Woods, the securities were investments in a multiple unit residential building ("MURB") project. In Surfacing and Simcom the securities were investments in motion pictures. Welland Woods involved a transaction that could have been effected without the filing of a prospectus in reliance on the 71(1)(p) exemption but for item (iv), which limits the availability of the exemption for a promoter other than a registered dealer to one use in any twelve month period. The Welland Woods promoter is currently engaged in another distribution in reliance on that exemption.

Surfacing involved one of the many orders issued prior to September 15, 1979, pursuant to section 59 of the predecessor legislation in anticipation of the implementation of 71(1)(p). The order exempted the Surfacing distribution from the prospectus requirements on the basis of terms and conditions substantially tracking the language of 71(1)(p). Those terms and conditions therefore, like clause 71(1)(p), include a "25-50" test, meaning that there may be no more than 25 investors and 50 offerees. The applicants in Surfacing requested our concurrence to their view that they could effect sales in reliance on the exemptions in 71(1)(a), 71(1)(c) and, particularly, 71(1)(d), without including the offerees or purchasers under those exemptions in determining compliance with the 25-50 test in 71(1)(p), as tracked in their order. Also, the applicants in Surfacing raised questions as to the interpretation of the reference in 71(1)(d) to "aggregate acquisition cost . . . of not less than \$97,000." As has become typical in motion picture financings, a portion of each investment is to be paid in cash and the balance by promissory note. Certain prospective investors would qualify under 71(1)(d) if full face value is attributed to the promissory note, but not if it is valued in accordance with the interpretation set out in the Weekly Summary for March 30. In this aspect of the application, we were, in effect, asked to reconsider that interpretation. The application also raised other questions but these were not discussed during the hearing and do not require reference here.

In view of the importance of the question raised in the Surfacing application as to the interaction of 71(1)(p) with 71(1)(a), 71(1)(c) and 71(1)(d), the Commission published notice of the application in the Weekly Summary on October 12 and advised the Investment Dealers' Association and The Toronto Stock Exchange of the application. However, no submissions were received other than from the applicant in Surfacing and the applicant in Simcom. The latter application also related to a film financing and involved a request that we simply exempt the financing from the prospectus requirements. A cogently reasoned supporting memorandum contended that the private placement pattern in the Act, while probably appropriate for most corporate instruments, is ill-designed for distributions of this type. Accordingly, the suggestion was that we simply consider the proposed distribution on its merits without being tied to the criteria in the statutory exemptions. However, the applicants acknowledged that they could operate within the 71(1)(p) criteria if the 25-50 test was relaxed.

Taken together, the applications provided us with an opportunity to consider a number of troublesome questions as to the exemption pattern as it affects tax-oriented securities.

SECTION 20 OF THE REGULATIONS - OFFERING MEMORANDUM

To explain the considerations influencing us in dealing with the issues raised by these applications, reference to section 20 of the regulations is desirable. That section had no equivalent in the regulations under the predecessor legislation. It is designed to lessen the gap between rules and remedies applicable to a distribution as to which a prospectus is filed and those applicable when reliance is instead placed on an exemption from the prospectus filing requirements. In the latter situation, it is common practice to make use of an offering memorandum containing information that is similar to what would have appeared in a prospectus. But the statute creates no civil remedy for deficiencies in the offering memorandum equivalent to the elaborate remedies provided by section 126 of the Act where there is a deficiency in the prospectus.

Section 20 does not require the use of an offering memorandum, except in certain situations where a distribution is advertised through the media - a technique not permissible where reliance is placed on 71(1)(p). However, the section does state that where the distributor elects to make use of an offering memorandum (as defined) then certain civil remedies must be made available on a contractual basis if the memorandum contains a misrepresentation. There is no requirement as to the content of the memorandum only that a civil remedy be made available if the memorandum contains a misrepresentation.

A number of questions have arisen as to the practical interpretation and application of section 20. The Commission is reviewing those questions and anticipates that a revision of the regulation will be published for comment in the near future. However, we do not anticipate that any revision recommended by the Commission will erode the principle of section 20 in any significant respect. Accordingly, we were able to assume for purposes of these applications that an investor would receive the benefit of civil remedies if the offering memorandum for the securities contains a misrepresentation.

INTERACTION OF 71(1)(p) WITH 71(1)(a), 71(1)(c) AND 71(1)(d)

Prior to the October 26 hearing, we reviewed written submissions received from counsel on the Surfacing and Simcom applications. Based on that review, and on our experience with the sections, we concluded that the proper interpretation of the Act permits reliance on 71(1)(p) in tandem with 71(1)(a), 71(1)(c) and 71(1)(d). More precisely, offerees approached in reliance on one of those three restrictions need not be included in the 50-offeree restriction of 71(1)(p), and purchasers under one of those three exemptions need not be included in the 25-purchaser restriction of 71(1)(p). We could find no reason in policy terms or on the language of the Act to deny the flexibility that will be provided by this interpretation, either in the context of tax-oriented securities or of other securities.

At the beginning of the October 26 hearing, we indicated this conclusion. There being no one present who wished to argue a contrary view, the matter was not further discussed.

EXEMPTIONS FOR TAX-ORIENTED VEHICLES

Our review of the material submitted in support of the three applications, and our experience with the exemptions, led us to another conclusion that was announced at the beginning of the October 26 hearing. This is that 71(1)(p) is not well designed as an exemption for the distribution of tax-oriented securities. That is not surprising, since the exemption was designed for a different purpose. It is a "seed capital" exemption, intended to permit a corporation or other business entity to raise funds that will enable it to initiate or expand its business. This explains the restriction that any one issuer may make use of the provision only once.

In view of the difficulties in application of 71(1)(p) to tax-oriented financings, the Commission proposes to prepare and to publish for comment a draft of a regulation for submission to Cabinet setting out a separate exemption for this type of financing. Work on this draft is only at the preliminary stage, precluding definitive comment as to its content. While the provision would be modelled in certain respects on 71(1)(p), a number of changes from that section seem desirable. We anticipate that the once a year restriction in item (iv) would be omitted. Drafting changes would be made throughout and an affirmative requirement for an offering memorandum as contemplated by section 20 would be included. We trust that the draft will be available in the near future.

EXERCISE OF SECTION 73 DISCRETION PENDING AVAILABILITY OF PROPOSED NEW EXEMPTION

These decisions left open the question of how to deal with applications such as these three prior to adoption of a new exemption tailored to the distribution of tax-oriented securities. On the one hand, particularly in view of the federal policy encouraging these transactions, it seems desirable to provide flexibility to permit appropriate distributions to be made to sophisticated or well advised investors without the cost involved in a prospectus filing. On the other hand, the criteria applied should not be so loose that they would facilitate the sale of these complex securities to unsophisticated investors without a prospectus.

In result, we made an order as to Welland Woods allowing the promoter to make a second use of 71(1)(p) within a twelve month period. This is in keeping with comments in this connection made in the March 30 release. In Simcom and in Surfacing, we made orders under section 73 permitting the distributions to be carried out under terms and conditions reflecting the restrictions of 71(1)(p) but substituting a 50-75 test for the 25-50 test of 71(1)(p). Also, the terms and conditions specify that each investor must purchase at least one unit - involving a minimum commitment of \$25,000 as to Simcom and of \$50,000 as to Surfacing.

The Simcom and Surfacing orders were based on the particular facts of those transactions, including the nature of the investors, the minimum amount of each investment and the quality of the offering material. While we will be prepared to consider similar applications, particularly during the period prior to adoption of the proposed new regulation, we should stress that each must be considered on its merits. Promoters should not assume that this route will be available in all cases.

Similarly, non-application of the one year restriction under the order in Welland Woods was based on the facts of that case. Here, also, we caution promoters against a general assumption as to the availability of such exemptions.

INTERPRETATION OF 71(1) (d)

At the request of the applicant in Surfacing, we reviewed the March 30 interpretation of the \$97,000 limit in 71(1) (p). We concluded that, for purposes of administration of the Act, we should adhere to this interpretation unless and until a court concludes that some other interpretation is appropriate. We feel that the March 30 interpretation is reasonable and is consistent both with the policy objectives and with the language of the Act.

The March 30 interpretation states, in effect, that in determining "acquisition cost" for purposes of section 71(1) (d), a promissory note bearing interest at a rate less than the current prime rate plus one percent will be valued at less than its face value. This has no impact on the substantive terms of the transaction; the promoter is at liberty to charge any interest rate he may select, but where the rate is very low it would be unreasonable for him to expect the full face value of the note to be included in determining whether the \$97,000 test is satisfied. The economic reality is that the investor regards a note bearing a low interest rate as a less onerous obligation than one bearing the prevailing rate.

Counsel for the applicant criticized the interpretation. He said that it would dictate unequal treatment of investors if sales were made during a period of fluctuations in prime rate. We do not agree. As already mentioned, the promoter is at liberty to charge the same rate to all investors so that nothing dictates a rate adjustment after a change in prime. An investor who does not attain the \$97,000 level by reason of the discounting required by the March 30 interpretation need only increase his total investment, or increase the portion paid in cash.

Further, counsel commented on the question of the time at which the test is applied. This is a matter of interpretation, but our tentative view is that the relevant time is when the legal obligation

to purchase is assumed with all terms settled. If that is correct, it should be possible for careful counsel to structure the transaction so that the relevant time is the same for all investors.

DATED this 15th day of November, 1979

<u>For Billie</u>	<u>H. L. B.</u>
<u>Ray Carby</u>	<u>ES 17th</u>
<u>J. Morgan</u>	<u>Ch. C. Painter</u>
<u>Intockner</u>	<u>Stuart Thom</u>

ISSN 0030-3100



10 Wellesley Street East
Toronto, Ontario
M7A 2H7

ONTARIO SECURITIES COMMISSION

W E E K L Y S U M M A R Y

WEEK ENDING 23RD NOVEMBER, 1979

WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

SUPPLEMENT "C"

ONTARIO POLICY NO. 3-33,
PRIVATE PLACEMENTS - BONA
FIDE CHANGE IN INVESTMENT
INTENT - FORMS 11-12

Attached as Supplement "C"
is amended Ontario Policy
No. 3-33. Please include
this amended policy in your
policy manual.

SUPPLEMENT "X"

EXEMPTIONS FROM INSIDER
REPORTING OBLIGATIONS
UNDER THE SECURITIES ACT,
1978

CEASE TRADING ORDERS

WARDEAN DRILLING CO. LIMITED

Temporary cease trading order issued 16th November, 1979, for failure to make statutory filings.
Statutory hearing 3rd December, 1979, at 10.00.a.m.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

WESTCOAST TRANSMISSION COMPANY LIMITED

Whereas Westcoast Transmission Company Limited, a corporation incorporated under the laws of Canada (the "Corporation"), has made application to the Ontario Securities Commission (the "Commission") for an order pursuant to S.117(2)(a)(ii) of The Securities Act, 1978, (the "Act"), exempting David Ogilvie Hunter ("Hunter"), an insider of the Corporation, from the reporting requirements of S.102 of the Act with respect to shares of the Corporation acquired pursuant to the Corporation's deferred profit sharing plan, the Director ordered, pursuant to S.117(2)(a)(ii) of the Act, that Hunter is exempted from the reporting requirements of S.102 of the Act with respect to shares of the Corporation acquired pursuant to the Corporation's deferred profit sharing plan, subject to the following conditions:

1. That Hunter, within thirty days after December 31 of each year, shall file with the Commission an insider report disclosing therein any increase in his holdings of shares of the Corporation acquired pursuant to the Corporation's deferred profit sharing plan;
2. That Hunter shall file insider reports with the Commission in accordance with S.102 of the Act with regard to all other transactions involving the securities of the Corporation not otherwise exempted by an order of the Commission.

PROSPECTUSES

CANADIAN NATURAL RESOURCES LIMITED

Final receipt issued November 16, 1979 for prospectus dated November 14th, 1979 qualifying 8.50% Cumulative Redeemable Convertible Preferred Shares Series A (par value \$20 each).

Each Series A Preferred Share will be convertible at the option of the holder into common shares of the Company at any time up to the close of business on December 31, 1989, or the business day prior to the date fixed for redemption of such share, whichever is earlier, at a conversion price of \$9.25 per common share.

CANADIAN UTILITIES LIMITED

Final Receipt issued November 20, 1979 for prospectus dated November 20, 1979 qualifying the distribution of 1,250,000 common shares at a price of \$17.875 per share.

Underwriters: Nesbitt, Thomson Securities Limited
Burns Fry Limited
Wood Gundy Limited
Pitfield Mackey Ross Limited
McLeod Young Weir Limited

CYMBAL EXPLORATIONS INC.

Final receipt issued November 20, 1979 for prospectus dated November 19, 1979 offering 750,000 shares by the company at 50¢ per share and 300,000 shares by the underwriters at 75¢ to 85¢ per share.

Underwriters: Durham Securities Corporation Limited
Norwich Investments Limited
Rosmar Corporation Limited

"FINAL ASSIGNMENT"

Receipt issued November 16, 1979 for final prospectus dated November 13, 1979 qualifying 1280 film units to be offered on a best efforts basis at \$5,000 per unit to net a minimum of \$460,000 and a maximum of \$5,888,000.

Dealers: Nesbitt Thomson Securities Limited
Houston Willoughby Limited
F. H. Deacon, Hodgson Inc.

GOTAAS-LARSEN SHIPPING CORPORATION

Final receipt dated November 16, 1979 issued for prospectus dated November 13, 1979 qualifying Gotaas-Larsen Shipping Corporation as a reporting issuer.

NU-WEST DEVELOPMENT CORPORATION LTD.

Preliminary Prospectus dated August 30, 1979 for an offering of Class "A" convertible shares has been withdrawn November 19, 1979.

"PROPER CHANNELS"

Final receipt issued November 19, 1979 for prospectus dated November 13, 1979 offering 868 Film Units of undivided interest comprising 100% ownership in the film entitled "Proper Channels". The price to the public is \$5,000 per Film Unit and the offering will total \$4,340,000 before agents commission and expenses of issue.

Agent: A. E. Ames & Co. Limited

TWIN RICHFIELD OILS LTD.

Final receipt issued November 16, 1979 for a prospectus dated November 14, 1979 qualifying the distribution, on a best efforts basis, of 156,250 units, each unit consisting of 1 8½% Series A Preferred Share and 2 common share warrants. Price per unit is \$10.25 and the minimum individual subscription is 500 units. The maximum net proceeds of the offering will be \$1,521,484.50 and the minimum \$1,022,437.50.

Selling Agent - Walwyn, Stodgell, Cochran, Murray Limited

RIGHTS OFFERINGS

CASSIDY'S LTD.

Material relating to a rights offering has been delivered to and is acceptable to the Commission. The Company offers to the holders of its common shares on the record date, November 6, 1979, the right to subscribe at the price of \$4.25 per share for common shares of the Company in the ratio of one common share for each four common shares held on the record date.

LADUBORO OIL LTD.

Material relating to a rights offering has been delivered to and is acceptable to the Commission. The Company is offering to the holders of Common Shares on the record date, November 19, 1979, the right to subscribe for Common Shares at a price of \$11.00 per share on the basis of one share for every five Common Shares held on the record date.

T.T.Y. PARAMOUNT EXPLORATION PARTNERSHIP (1978)

Material relating to an additional assessment of \$1,250 per Unit has been delivered to and is acceptable to the Commission. The offer is being made to Limited Partners of record on November 13, 1979 and will expire December 14, 1979.

- PART B -

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED

NOVEMBER 16, 1979

IMPERIAL SQUARE, EDMONTON, A LIMITED PARTNERSHIP NATIONAL ISSUE MANIT

\$1,575,000 OFFERING DIVIDED INTO 100 LIMITED PARTNERSHIP UNITS.

PRICE: \$15,750 PER UNIT.

PROMOTER: IMPERIAL VENTURES LTD.

NOVEMBER 20, 1979

"HIGHPOINT"

(A Feature-Length Motion Picture)

OFFERING 335 UNITS OF UNDIVIDED BENEFICIAL OWNERSHIP.

SUBSCRIPTION PRICE: \$10,000 PER UNIT.

AGENT: ST. LAWRENCE SECURITIES LIMITED

NOVEMBER 22, 1979

DALCO PETROLEUM LTD.

NATIONAL ISSUE ALBE

OFFERING COMMON SHARES WITHOUT NOMINAL OR PAR VALUE.

UNDERWRITER: BACHE HALSEY STUART CANADA LTD.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING REGISTRANTS
HAVE GIVEN NOTICE THAT IN THEIR OPINION THEY HAVE CEASED DISTRIBUTION

CANADIAN NATURAL RESOURCES LIMITED

Bache Halsey Stuart Canada Ltd.	November 21, 1979
Greenshields Incorporated	November 15, 1979
Walwyn Stodgell Cochran Murray Limited	November 21, 1979

CANE CONSOLIDATED EXPLORATIONS LIMITED

Jones, Gable & Company Limited	November 15, 1979
Midland Doherty Limited	November 14, 1979

DAON DEVELOPMENT CORPORATION

Mead & Co. Limited	September 30, 1979
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FIRST CALGARY PETROLEUMS LTD.

Merit Investment Corporation	November 20, 1979
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DOME PETROLEUM LIMITED

Odlum Brown & T. B. Read Ltd.	November 15, 1979
-------------------------------	-------------------

JOHN LABATT LIMITED

Mead & Co. Limited	September 20, 1979
--------------------	--------------------

THE LAST CHASE

Mead & Co. Limited	October 5, 1979
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NORTHERN TELECOM LIMITED

Mead & Co. Limited	September 24, 1979
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TURBO RESOURCES LIMITED

Notices received from a number of registrants.

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

- A ANNUAL FINANCIAL STATEMENTS
- B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
- C INTERIM FINANCIAL STATEMENTS
- D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
- E OTHER REPORTS TO SHAREHOLDERS
- F REPORT OF MATERIAL CHANGE FORM 27

ACROFUND LTD.	E
ACTION TRADERS INC.	E
AGRA INDUSTRIES LIMITED	E
ALBERTA GAS TRUNK LINE COMPANY LIMITED, THE	E F
ALBERTA NATURAL GAS COMPANY LTD.	C
ALCAN ALUMINUM LIMITED	C E
ALGOMA STEEL CORPORATION, LIMITED (THE)	C
ALUMINUM COMPANY OF CANADA, LTD.	C
AMALGAMATED BONANZA PETROLEUM LTD.	E
AMAX INC.	C
AMERANDA HESS CORPORATION	C
AMTELECOM INC.	A B
ANDRES WINES LTD.	C
ASBESTOS CORPORATION LIMITED	C E
ASHLAND OIL INC.	E
ASSOCIATED PORCUPINE MINES LTD.	A B
ATCO LIMITED	E
ATLANTIC COAST COPPER CORPORATION LIMITED	C
ATLANTIC RICHFIELD COMPANY	C E
B P CANADA INC.	E
BANISTER CONTINENTAL LTD.	E F
BANK OF BRITISH COLUMBIA	E
BANNER FUND LTD.	E
BARBER OIL CORPORATION	C
BARBECON INC.	C
BARNWELL INDUSTRIES, INC.	E

BASIC RESOURCES	E
INTERNATIONAL LIMITED	
BATON BROADCASTING	E
INCORPORATED	
BAY MILLS LIMITED	E
BELL CANADA	E
BLOCK BROS. INDUSTRIES LTD.	B
BOMBARDIER INC.	E
BOMBARDIER LIMITEE	E
BORDER CHEMICAL COMPANY LIMITED	C
BOREALIS EXPLORATION LIMITED	C
BOW VALLEY INDUSTRIES LTD.	E
BRASCAN LIMITED	E
BRENDA MINES LTD.	E
BRINCO LIMITED	E F
BRITISH COLUMBIA	C
PACKERS LIMITED	
BRITISH COLUMBIA TELEPHONE CO.	E
BRITISH PETROLEUM	E
COMPANY LIMITED, THE	
BRUNSWICK MINING AND SMELTING	E
CORPORATION LIMITED	
BUDD CANADA INC.	E
BUSHNELL COMMUNICATIONS LIMITED	A B
CME RESOURCES INC.	C
CALVERT GAS & OIL LTD.	E
CAMFLO MINES LIMITED	E
CAMLAREN MINES LIMITED	E F
CAMPBELL CHIBOUGAMAU	E F
MINES LTD.	
CAMPBELL RED LAKE MINES LIMITED	E
CANADA CEMENT LAFARGE LTD.	C
CANADA DEVELOPMENT CORPORATION	E
CANADA TRUSTCO	E
MORTGAGE COMPANY	
CANADA TUNGSTEN MINING	C E
CORPORATION LIMITED	
CANADIAN CABLESYSTEMS LIMITED	E
CANADIAN GENERAL ELECTRIC	E
COMPANY LIMITED	
CANADIAN GENERAL INVESTMENTS	E
LIMITED	
CANADIAN HOMESTEAD OILS LIMITED	E
CANADIAN INVESTMENT FUND LTD.	E
CANADIAN MANOIR	E
INDUSTRIES LIMITED	
CANADIAN MERRILL LTD.	E

CANADIAN OCCIDENTAL	E
PETROLEUM LTD.	
CANADIAN PACIFIC LIMITED	E
CANADIAN REALTY INVESTORS	C
CANADIAN REYNOLDS METALS	E
COMPANY LIMITED	
CANADIAN SUPERIOR OIL LTD.	E
CANADIAN TIRE CORPORATION LIMITED	E
CANADIAN UTILITIES LIMITED	E
CANRON INC.	E
CARA OPERATIONS LIMITED	C
CAREVIEW GARDENS	E
APARTMENT PROJECT	
CARLING O'KEEFE LIMITED	C
CARMA DEVELOPERS LTD.	C E
CAROLIN MINES LTD.	F
J.D. CARRIER SHOE COMPANY	E F
CARVERN INTERNATIONAL	E
INDUSTRIES LTD.	
CARVERN INTERNATIONAL LTD.	A B
CELANESE CANADA INC.	C
CENTRAL DYNAMICS LTD.	C
CHARTER OIL COMPANY LIMITED	A B E
CHIEFTAIN DEVELOPMENT CO. LTD.	E F
CINEMAS UNIS LTEE	A B
COCKFIELD BROWN INC.	C E
THE COLUMBIA GAS SYSTEM, INC.	C
COMINCO LTD.	F E
COMMERCE CAPITAL	E
CORPORATION LIMITED	
CONDUITS-AMHERST LIMITED	A B
CONSOLIDATED-BATHURST INC.	C
CONSUMERS GLASS COMPANY LIMITED	C
CONSOLIDATED NATURAL	C
GAS COMPANY	
CONSOLIDATED PROFESSOR MINES LIMITED	E
CONSOLIDATED RAMBLER MINES LTD.	C
CONSOLIDATED TEXTILE MILLS LIMITED	C
CONSOLIDATED TRHEATRES LIMITED	A B
(THE) CONTINENTAL GROUP, INC.	C
CONTROL DATA CORPORATION	C
CONTROLLED FOODS INTERNATIONAL LTD.	E
CONUCO RESOURCES LIMITED	F
CONVENTURES LIMITED	E
COOPER CANADA LIMITED	C
COPP CANADA LIMITED	E
COPP CLARK LIMITED	C
CORPORATE FOODS LIMITED	E F
COSTAIN LIMITED	E
COURVAN MINING COMPANY LIMITED	A B

CYPRUS ANVIL	E
MINING CORPORATION	
CZAR RESOURCES LTD.	E
D R G LIMITED	E
DALE-ROSS HOLDINGS LIMITED	E
DATALINE SYSTEMS LIMITED	E
DENISON MINES LIMITED	C E F
DIAL CORPORATION	C
DING-HOW MINES LIMITED	A
DISCOVERY MINES LIMITED	E F
DOME MINES LIMITED	E
DOMINION BRIDGE COMPANY. LIMITED	E
DOMINION EXPLORERS LIMITED	C
DOMINION STORES LIMITED	C
DOMTAR INC.	E
THE DREYFUS FUND INCORPORATED	C
THE DREYFUS FUND	C
INTERNATIONAL LIMITED	
DRUG TRADING COMPANY LIMITED	C
DUNCAN GOLD RESOURCES INC.	E
DUPONT CANADA INC.	E
EAGLET MINES LIMITED	A B
EAST SULLIVAN MINES LIMITED	A B
THE EL PASO COMPANY	C
ETHYL CORPORATION	C
EXECSIL CORPORATION	E
EXQUISITE FORM BRASSIERE	A B C
(CANADA) LIMITED	
EXXETER RESOURCES CORP.	C
FINNING TRACTOR & EQUIPMENT	C
COMPANY LIMITED	
FIRST CALGARY PETROLEUMS LTD.	E
FIRST MARITIME MINING	C
CORPORATION LIMITED	
FORD MOTOR COMPANY OF	E
CANADA, LIMITED	
FRANCANA OIL AND GAS LTD.	E
G.V.D. INC.	C
G S W LIMITED	C
GENERAL AMERICAN OIL	C
COMPANY OF TEXAS	
GENERAL TELEPHONE &	C
ELECTRONICS CORPORATION	
GENSTAR LIMITED	C
GERRARD REALTY INCORPORATED	A
GETTY OIL COMPANY	E

GODERICH ELEVATORS LIMITED	C
GOLD BELLE MINES LIMITED	A
GOLDALE INVESTMENTS LIMITED	C
GOLDSEC EXPLORATIONS LIMITED	C
GRAFTON GROUP LIMITED	E
GRANDMA LEE'S INC.	E
GREAT LAKES FOREST	F
PRODUCTS LIMITED	F
GREY GOOSE CORPORATION LIMITED	E
GREYHOUND LINES	E
OF CANADA LTD.	
GUARANTY TRUST COMPANY	E
OF CANADA	
GULCH RESOURCES LTD.	E
GULF CANADA LIMITED	E
GULF OIL CORPORATION	C
HALLIBURTON COMPANY	C E
J. HARRIS & SONS, LIMITED	E
HARVEY WOODS LIMITED	E
HAWKER SIDDELEY CANADA LTD.	C
HAYES-DANA INC.	E
HEARNE YELLOWKNIFE	C
MINES LIMITED	
JONES HEWARD FUND LTD.	E
HOME-OIL COMPANY LIMITED	F
HUDSON BAY MINING AND	E
SMELTING CO. LIMITED	E
HUDSON'S BAY OIL AND	E
GAS COMPANY LIMITED	
HUSKY OIL LIMITED	E
I A C LIMITED	E
I U INTERNATIONAL CORPORATION	C
IMASCO LIMITED	C E
IMPERIAL OIL LIMITED	C E
INEXCO OIL COMPANY	C
INLAND NATURAL GAS CO. LTD.	C E
INTER-CITY GAS LIMITED	C
INTERNATIONAL BUSINESS	C E
MACHINES CORPORATION	
JOHNSON & JOHNSON	C
JUPITER DEVELOPMENT	A B
CORPORATION LIMITED	
KAISER RESOURCES LTD.	C
KAPS TRANSPORT LIMITED	E
KERR ADDISON MINES LIMITED	E
KERR-MCGEE CORPORATION	E

K-TEL INTERNATIONAL INC.	E
KEY ANACON MINES LIMITED	C
KORICH MINING COMPANY LIMITED	A B
JOHN LABATT LIMITED	E
LACANA MINING CORPORATION	E
LAIDLAW TRANSPORTATION LIMITED	E
LA VERENDRYE	C
MANAGEMENT CORPORATION	
LAWRENCE SQUARE LIMITED	A
LEIGH INSTRUMENTS LIMITED	A
LES MINES EST-MALARTIC LTEE	E
LEXINGTON RESEARCH FUND, INC.	C
LIBERIAN IRON ORE LIMITED	C
THE LOUISIANA LAND AND	C E
EXPLORATION COMPANY	
MTS INTERNATIONAL SERVICES INC.	E
MACMILLAN BLOEDEL LIMITED	C
MAGNA INTERNATIONAL INC.	A B
MANUFACTURERS HANOVER CORPORATIONS	C
MANUFACTURERS HANOVER	C
TRUST COMPANY	
MAPLEX MANAGEMENT &	
HOLDINGS LIMITED	C
MARKBOROUGH PROPERTIES LIMITED	E
MASSEY-FERGUSON LIMITED	E
MATT BERRY MINES LTD.	A
MCDONALDS CORPORATION	C
MERIT EXPLORATIONS INC.	E
MERLAND EXPLORATIONS LIMITED	E
MINNESOTA MINING AND	E
MANUFACTURING COMPANY	
MOBIL CORPORATION	C
MOFFAT COMMUNICATIONS LIMITED	A
MOLCO INDUSTRIES LIMITED	E
MOLSON COMPANIES LIMITED	C E
MONTREAL TRUST COMPANY	C
MOUNT NANSEN MINES LIMITED	A B
N B U MINES LIMITED	C
N L INDUSTRIES INC.	C
NATIONAL SEA PRODUCTS LIMITED	C
NEWFOUNDLAND LIGHT &	C
POWER CO. LIMITED	
NEWFOUNDLAND TELEPHONE	C E
COMPANY LIMITED	
NOLAN LAKE EXPLORATIONS INC.	C
NOR-ACME GOLD MINES LIMITED	A B
NORANDA MINES LIMITED	E
NORMICK PERRON INC.	C

NORTHERN CANADA MINES LIMITED	C
NORTHERN TELECOM LIMITED	E
NUMAC OIL & GAS LTD.	C
NU-WEST DEVELOPMENT CORPORATION	E
O'BRIEN ENERGY & RESOURCES LIMITED	E
OCCIDENTAL PETROLEUM CORPORATION	C
OCELOT INDUSTRIES LIMITED	E
ONAPING RESOURCES LIMITED	C
ORION CAPITAL CORPORATION	E
PACIFIC WESTERN AIRLINES	E
PATINO N.V.	C
PENNZOIL COMPANY	C
PETROFINA CANADA INC.	C
PHILLIPS CABLES LIMITED	C E
PINERIDGE GREENE APARTMENTS	C
POWER CORPORATION OF CANADA LIMITED	E
PRAIRIE OIL ROYALTIES COMPANY LTD.	E
PREMIER CABLEVISION LIMITED	E
PRESTON MINES LIMITED	C
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	E
Q.M.G. HOLDINGS INC.	E
QUEBEC-TELEPHONE	C
RAM PETROLEUMS LIMITED	E
RANCHMENS EXPLORATION & DEVELOPMENT PARTNERSHIP (1976)	E
RANCHMENS EXPLORATION & DEVELOPMENT PARTNERSHIP (1977)	E
RANGECO OIL & GAS LTD.	E
RANGER OIL (CANADA) LIMITED	E
REVENUE PROPERTIES COMPANY LIMITED	E
RILEYS DATASHARE INTERNATIONAL LTD.	A B
RIO-ALGOM LIMITED	C
ROTHMANS OF PALL MALL CANADA LIMITED	I
HUGH RUSSEL INC.	E
ST. JOE MINERALS CORPORATION	C
SANDWELL AND COMPANY LIMITED	B
SCINTILORE EXPLORATIONS LTD.	F
SHAW PIPE INDUSTRIES LTD.	E
SHEPHERD PRODUCTS LIMITED	E
SIGMA MINES (QUEBEC) LIMITED	E
SILVERWOOD INDUSTRIES LIMITED	C
SKLAR MANUFACTURING LIMITED	C

SONOR INVESTMENTS LTD.	E
STANDARD BRANDS INCORPORATED	C
STANDARD OIL COMPANY (INDIANA)	C
STRAND OIL & GAS LTD.	C
SULLICO RESOURCES LTD.	A B
SULLIVAN MINING GROUP INC.	A B
SWANSEA GOLD MINES INC.	A C
TELE-METROPOLE INC.	B E
TEXAS EASTERN CORPORATION	C
TEXASGULF INC.	C E
TEXAS INTERNATIONAL COMPANY	C
THOMAS NATIONWIDE	C
TRANSPORT LIMITED	
THOMSON NEWSPAPERS LIMITED	E
THE TIMKEN COMPANY	E
THE TORONTO SUN	E
PUBLISHING CORPORATION	
TOTAL PETROLEUM (NORTH AMERICA) LTD.	E
TRANS-WESTERN EXPLORATION INC.	E
TRIMAC LIMITED	E
TRUST GENERAL DU CANADA	E
TURBO RESOURCES LIMITED	E
US-CA-MEX EXPLORATIONS LIMITED	A B
UNICAN SECURITY SYSTEMS LTD.	A B
UNION CARBIDE CORPORATION	C
UNITED DOMINIONS CORPORATION	C
(CANADA) LIMITED	
UNITED STATES STEEL CORPORATION	C
UNITED WESTBURNE	E
INDUSTRIES LIMITED	
UNIVERSAL SAVINGS EQUITY	E
FUND LIMITED	
UNIVERSAL SAVINGS INCOME FUND	E
UNIVERSAL SAVINGS	E
INTERNATIONAL FUND	
UNIVERSAL SAVINGS NATURAL	E
RESOURCE AND ENERGY FUND	
VAN DE HOUT ASSOCIATES LIMITED	C
VERSATILE CORNAT CORPORATION	C
VULCAN INDUSTRIAL	E
PACKAGING LIMITED	
W C I CANADA LIMITED	E
WAINOCO OIL CORPORATION	E
WAJAX LIMITED	E
WARNACO OF CANADA LIMITED	C
WARRINGTON PRODUCTS LIMITED	C E
WEBBWOOD MOBILE	A B
HOME ESTATES LIMITED	

WESTBURNE INTERNATIONAL	C E
INDUSTRIES LTD.	
WESTCOAST TRANSMISSION	C E
COMPANY LIMITED	
WESTMILLS CARPETS LIMITED	A
WHITE-GUYATT MINING	A
COMPANY LIMITED	
WILSHIRE OIL COMPANY OF TEXAS	C E
WINDSOR COURT INVESTMENTS	C
WITCO CHEMICAL CORPORATION	C
WORLDWIDE ENERGY CORPORATION	C
ZARINA EXPLORATIONS LTD.	A B

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
 REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 15, 1979	Leonard Levine	The G.F.Y. Syndicate - Units of Participation	\$ 1,000.00	20 units
Nov. 15, 1979	W. Denis Whitaker	"	1,000.00	5 "
Nov. 15, 1979	Dr. Louis London	"	1,000.00	12½ "
Nov. 15, 1979	James Stuckey	"	1,000.00	10 "
Nov. 15, 1979	Joseph Shaughnessy	"	1,000.00	20 "
Nov. 15, 1979	Ronald White	"	1,000.00	10 "
Nov. 15, 1979	Lionel Walters	"	1,000.00	25 "
Nov. 15, 1979	Irwin Singer	"	1,000.00	25 "
Nov. 15, 1979	Judith M. Manning	"	1,000.00	10 "
Nov. 15, 1979	Martin Richman	"	1,000.00	75 "
Nov. 15, 1979	Sol Mednick	"	1,000.00	25 "
Nov. 15, 1979	Morton Goldhar	"	1,000.00	25 "
Nov. 15, 1979	Dr. G. Shugar	"	1,000.00	20 "
Nov. 15, 1979	Martin Teplitsky	"	1,000.00	25 "
Nov. 15, 1979	R. Bruce Briggs	"	1,000.00	15 "
Nov. 15, 1979	Simon Bramson	"	1,000.00	15 "
Nov. 15, 1979	David Walters	"	1,000.00	10 "
Nov. 15, 1979	Lawrence H. Mandel	"	1,000.00	5 "
Nov. 15, 1979	Melville B. Dale	"	1,000.00	5 "
Nov. 15, 1979	Dr. Ralph Blatt	"	1,000.00	10 "

FORMS 11 AND 19 SCHEDULE 1 AND 2 (continued)

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 15, 1979	Sun Life Assurance Company of Canada	ICG Canadian Propane Ltd. - 11% Sinking Fund Debentures Series "E"	\$ 3,475,000.00	\$ 3,475,000.00
Nov. 15, 1979	Dr. A.W. Lieberman	The G.F.Y. Syndicate - Units of Participation	1,000.00	20 units
Nov. 15, 1979	Mrs. Nora Dunwoody	"	1,000.00	25 "
Nov. 15, 1979	Dr. Earl P. Farber	"	1,000.00	25 "
Nov. 15, 1979	Lloyd Fogler	"	1,000.00	25 "
Nov. 15, 1979	Shelagh Whitaker	"	1,000.00	5 "
Nov. 16, 1979		Proviso Inc. - Prime Rate Sinking Fund Debentures Series "D" due May 1, 2000	10,000,000.00	\$10,000,000.00

FORMS 12 AND FORM 19 SCHEDULE 3 - RESALE OF SECURITIES

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 2, 1979- Nov. 15, 1979	January 10, 1979	Great Northern Financial Corp.	Westgrowth Petroleum Limited - Common Shares	\$ 3.35 to 3.91	6,600 shrs
Oct. 9, 1979	May 15, 1978	Trust General Du Canada A/c. 301-100 (Regime Des Rentees Employes Groupe Commerce)	Canada Packers Limited - 9½% Promissory Note due May 15, 1981	291,330.00	\$ 300,000.00

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO
SUBSECTION 7 OF SECTION 71

<u>Seller</u>	<u>Security</u>	<u>Amount</u>
Robert W. Lamond	Czar Resources Ltd. - Common Shares	40,000 shares

ONTARIO POLICY 3-33

PRIVATE PLACEMENTS - BONA FIDE CHANGE IN INVESTMENT
INTENT - FORMS 11-12

Holding Periods Under Representations
of Investment Intent

Ontario Policy 3-33 sets out the Commission's interpretation of the "investment intent" requirement that forms part of the private placement rules. On March 15, 1981, this requirement will disappear from the Act as to securities of reporting issuers, but it remains an important part of the law until that date. After that date, resales of privately placed securities of reporting issuers into the public markets will ordinarily be permitted upon compliance with the provisions of subsection 71(4) of The Securities Act, 1978. The most important of these is that the securities have been held for the periods prescribed in that subsection.

In view of this demonstrated intent of the Legislature, the Commission has concluded that an appropriate revision of Policy 3-33 should be made to be operative until March 15, 1981. This revision, adding a new paragraph to the policy to incorporate the holding periods set out in 71(4), is reflected in the amendment to the policy attached. Please insert this amendment in your policy manual.

(124)

Ontario Policy 3-33

ADD THE FOLLOWING AS A NEW LAST PARAGRAPH TO THIS POLICY:

Until March 15, 1981, where privately placed securities of a non-defaulting reporting issuer are resold, the time period used by the Commission for this guideline will be the relevant period for securities of the particular type, as set out in subsection 71(4) of the Act, rather than the two-year period referred to above. In all other respects, the comments above are confirmed.

EXEMPTIONS FROM INSIDER REPORTING OBLIGATIONS
UNDER THE SECURITIES ACT, 1978

Attached is a draft policy statement on the above topic. Comments on this statement would be appreciated. Written comments should be received by the Secretary of the Commission on or before January 4, 1980 and will be made available for public inspection unless confidentiality is specifically requested.

Attachment

November 22, 1979

ONTARIO POLICY 3-

Exemptions from Insider Reporting Obligations

In a letter dated July 30, 1979 to reporting issuers concerning The Securities Act, 1978, the Commission referred to changes made in the definition of "insider" from that in the former Act. It commented that the new definition might cast the net unduly wide in its application to some corporate complexes and that the Commission will therefore be receptive to applications for exemptions as to insiders who do not, in practice, have access to insider information concerning a particular reporting issuer.

The significant change in the definition of "insider" under the new Act is the inclusion as insiders of a reporting issuer of the directors and senior officers of subsidiaries of that issuer. Under the former Act the Commission had received a number of applications from multi-national corporations in which the reporting issuer was itself a subsidiary of another corporation, and various tests were developed as to the scope of the exemptions that would be granted in such situations. Reference is made to British American Oil Co., June, 1967, O.S.C.B. 11. Orders granted in those situations remain effective by virtue of section 15 of The Interpretation Act. Some of these orders are sufficiently wide that they exempt from the reporting obligation under the new Act all directors and senior officers of subsidiaries. The Commission is considering the initiation of appropriate steps to modify such orders so that they will conform with the approach in this policy statement. The Commission will communicate in this connection at a later date with the reporting issuers concerned.

Applications of the type discussed in the British American Oil Co. application will continue to be considered on a case-by-case basis. This policy statement relates only to applications from reporting issuers for exemptions from the reporting obligations as they affect the directors and officers of their subsidiaries. The Commission has concluded that it would be prepared to grant exemptions on a routine basis for applications that satisfy defined criteria, set out below. Applications that do not satisfy those criteria will be considered by the Commission on a case-by-case basis.

Routine Applications

In what follows, the term "major subsidiary" is used to refer to each subsidiary of a reporting issuer that (on a consolidated basis together with its own subsidiaries) represents more than 10% of

- the consolidated assets of the reporting issuer and all its subsidiaries; or
- the consolidated sales and operating revenues of the reporting issuer and all its subsidiaries for the most recently completed fiscal year of the reporting issuer

on the basis of the financial statements of the reporting issuer, and the term "minor subsidiary" refers to all other subsidiaries. "Insider related

to a minor subsidiary" means a person who is an insider of the reporting issuer solely by reason of being a director or senior officer of one or more minor subsidiaries of the reporting issuer, and does not include any person who is an insider by reason of any other relationship with the reporting issuer. The latter limitation is, of course, designed so that the benefit of the routine exemption will not be available to a person who is a director or senior officer of a minor subsidiary, if that person also, for example, is a director or senior officer of the reporting issuer or owns voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the reporting issuer.

An application that is to be treated as a routine application should include a specific request for such treatment, referring to this policy statement, and should include:

- (1) a complete list of subsidiaries of the reporting issuer at the date of the application, including the jurisdiction of incorporation of each, and indicating which of them are major subsidiaries and which are minor subsidiaries (any subsidiary as to which doubt exists should be treated as a major subsidiary);
- (2) a representation that none of the directors or senior officers of minor subsidiaries in the ordinary course receives knowledge of material facts or material changes with respect to the reporting issuer prior to general disclosure of such facts or changes, or a list of those minor subsidiaries any of whose directors or senior officers receives such knowledge and a representation as set out above with respect to other minor subsidiaries; in making the representations referred to in this clause (2), directors and senior officers of minor subsidiaries who are also insiders of the reporting issuer by reason of some other relationship with it may be excluded, without it being necessary to name them individually;
- (3) a certificate of a person who is an officer of the reporting issuer (a) stating that he has made a full review of the matters dealt with in (1) and (2), and confirming on the basis of that review and of his own knowledge the accuracy of that information, and (b) undertaking to maintain a continuing review of the accuracy of the information, and to notify the Commission promptly in the event of any change, including a minor subsidiary becoming a major subsidiary or a major subsidiary becoming a minor subsidiary, but not including other changes in the list of minor subsidiaries.

Where this material is provided, the Commission will ordinarily be prepared to issue an order under subsection 117(2) of the Act, exempting all of the insiders related to minor subsidiaries from the obligation to report under sections 102 and 104. The order will exclude any minor subsidiaries that are excluded from the representation in (2) above, and will be deemed to be amended upon a change in the information set out in the

application. Further, the order will become void unless the reporting issuer files each year, within thirty days after the anniversary date of its original order, a certificate from the individual referred to in (3) above, verifying that the information set out in the application remains accurate, except as to changes of which the Commission has been promptly notified, and further verifying that he has maintained continuing surveillance as to the accuracy of the information. If the reporting issuer at any time wishes to designate some other officer to assume these responsibilities, that officer, promptly upon being so designated, should provide the Commission with a certificate and undertaking corresponding to that described in (3) above.

Nothing in this policy statement or in any order granted under the above arrangements affects the liability of any person under other sections of the Act, including provisions as to the circumstances in which insiders may trade in securities of a reporting issuer.

ISSN 0030-3100



10 Wellesley Street East
Toronto, Ontario
M7A 2H7

ONTARIO SECURITIES COMMISSION

W E E K L Y S U M M A R Y

WEEK ENDING 30TH NOVEMBER, 1979

WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

- NOTICE I HOLDING PERIOD UNDER REPRESENTATIONS
OF INVESTMENT INTENT - ONTARIO
POLICY NO. 3-33
- NOTICE II APPLICATION OF THE SEGREGATION
REQUIREMENT UNDER THE COMMODITY
FUTURES ACT, 1978, TO MEMBERS OF
THE TORONTO STOCK EXCHANGE AND
THE INVESTMENT DEALERS ASSOCIATION
OF CANADA
- NOTICE III RE: "PROPOSAL FOR A SECURITIES
MARKET LAW FOR CANADA"
- NOTICE IV REYNOLDS SECURITIES (CANADA) LTD.
- SUPPLEMENT "X" IN THE MATTERS OF APPLICATIONS WITH
RESPECT TO THE SHARES OF CONSOLIDATED
MARBENOR MINES LIMITED; RAYROCK MINES
LIMITED; CZAR RESOURCES LIMITED; AND
NORBASKA MINES LIMITED
- SUPPLEMENT "X-1" APPLICATION OF REQUIREMENTS OF THE
SECURITIES ACT, 1978, TO REPORTING
ISSUERS ORGANIZED OUTSIDE ONTARIO
(DRAFT ONTARIO POLICY 3-44)
- SUPPLEMENT "X-2" BILL 156 - AN ACT TO AMEND THE
SECURITIES ACT, 1978

NOTICE I

Holding Period Under Representations of Investment
Intent - Policy 3-33

Ontario Securities Commission Policy 3-33 outlines the Commission's interpretation of the significance of a representation of investment intent given in connection with the private placement of securities. Continuing confusion as to this concept is one of the reasons why it will be replaced with more precise statutory rules under The Securities Act, 1978 on March 15, 1981. However, the investment intent concept remains an important part of our law until that date. It is essential that representations of investment intent be treated as significant and be complied with, for otherwise securities could be conveniently leaked into the public markets without a prospectus.

This topic has arisen for consideration in consequence of two recent developments. One was commented on in the Weekly Summary for October 12, 1979. The other is the resale of 70,000 shares of Strand Oil & Gas Limited within six weeks after their purchase on a private placement basis. The resales were made into the public markets and were duly reported to the Commission; see the July 20, 1979 Weekly Summary. Two of the private placement investors effected the sales. One is a non-resident and is not dealt with in this release although the Commission stresses that the restrictions apply equally to non-residents.

The other investor who resold within six weeks was HCI Holdings Limited. The investment by HCI and its resale were effected through Walwyn Stodgell Cochran Murray Limited, and the Commission has concluded that greater efforts could have been made by the representatives of that firm to stress the significance of the investment intent representations. Representatives of HCI contended that the resale was justified because the price of Strand had significantly increased, and because the proceeds of sale were used to finance a participation by HCI in a well in which Strand also had a participation. The Commission does not consider this an adequate explanation, and feels that both HCI and Walwyn Stodgell are at fault for failure to accord sufficient weight to the investment intent representation. A draft of this notice has been reviewed with each firm, and both have consented to the publication without requiring a hearing.

In view of the additional warning provided by this notice, any future incidents of this type may be expected to result in more serious action by the Commission.

In the course of discussion of this and related matters, the Commission has reviewed Policy 3-33. A separate statement deals with the results of that review.

NOTICE II

APPLICATION OF THE SEGREGATION REQUIREMENT UNDER THE COMMODITY
FUTURES ACT, 1978 TO MEMBERS OF THE TORONTO STOCK EXCHANGE AND
THE INVESTMENT DEALERS ASSOCIATION OF CANADA

In the Weekly Summary for August 31, the Commission commented on applications received by it from the TSE and the IDA on behalf of those of their members that are registered under The Commodity Futures Act, 1978. The applications are for exemption from the requirement to segregate customers' funds pursuant to section 46 of that Act. In the August 31 notice, the Commission referred to the conflicting comments received on this matter and granted a temporary exemption, to terminate on December 1, 1979, unless renewed.

Since publication of that notice, the Commission has continued its consideration of this topic. A majority of the members of the Commission have concluded that the application of segregation requirements to firms that conduct a securities business (as to which no such requirements should apply) in addition to a commodity futures business would involve difficulties and costs out of proportion to any benefits that would result. Further, the study of the segregation proposal has led to certain suggestions as to revisions for the net free capital requirements, which suggestions are currently under discussion and will be published for comment.

Accordingly, the exemption from the segregation requirements for the integrated firms is continued indefinitely, subject to the right of the Commission to review the exemption at a later date if it concludes in the light of experience that the exemption should be modified or removed. Some members of the Commission dissent from this conclusion, regarding the segregation as a key part of the regulatory structure that ought not to be waived without the benefit of experience. More detailed reasons for the decision, including reasons of the Commissioners who dissent, will be published in January.

NOTICE III

Re: "PROPOSALS FOR A SECURITIES MARKET LAW FOR
CANADA"

Attached is a statement made by the Minister of Consumer and Commercial Relations concerning the recently-published "Proposals for a Securities Market Law for Canada" prepared under the auspices of the federal Department of Consumer and Corporate Affairs.

Attachment



Ontario

- 5 A -

November 28, 1979

Ministry of
Consumer and
Commercial
Relations

PROPOSED FEDERAL
SECURITIES LAW UNDER
SCRUTINY: DREA

Consumer and Commercial Relations Minister Frank Drea today expressed substantial reservations on the federal Department of Consumer and Corporate Affairs' report, "Proposals for a Federal Securities Market Law for Canada."

Based on a preliminary review of the report, we are not satisfied that the proposed legislation would be beneficial," Drea said.

The report, which was issued today, is being reviewed by the Ontario Securities Commission to determine whether federal involvement in specific areas of the capital market system would simplify the quality of regulations.

"Such aspects, however, should be selected only after careful consultation with the provinces to ensure that any proposed legislation is complementary to existing provincial legislation," Drea said.

The chairmen of the Alberta and Quebec Securities Commissions met with members of the Ontario Securities Commission in Toronto on November 26. Co-operation among these commissions may be formalized next year through the introduction of amendments to The Ontario Securities Act allowing the Ontario Securities Commission to delegate specific responsibilities to the other commissions.

"I hope to meet with my counterparts in other jurisdictions to discuss details of the arrangement," said Drea.

"I expect the federal government to express its interest in the securities field through a co-operative arrangement with the provinces so that duplication of legislation and administrative inconvenience to the clients of the provincial securities commissions will be avoided."

- 30 -

Ref: Elaine Nielsen (416) 963-0339

NOTICE IV

REYNOLDS SECURITIES (CANADA) LTD.

A notice in the Weekly Summary for June 22, 1979, sets out a regulation extending the period during which the registration of Reynolds Securities (Canada) Ltd. may be maintained in force to October 31, 1979. The Commission has subsequently submitted a report on such registration to the Minister of Consumer and Commercial Relations, see OSC Bulletin for November, 1979, page 349. To allow time for consideration of that report, the period during which the registration of Reynolds may be maintained in force has been further extended by the Lieutenant Governor-in-Council. This extension was effected by Ontario Regulation 804/79, the text of which reads:

1. Section 133 of Ontario Regulation 478/79
is amended by adding thereto the following subsection:

5. Notwithstanding clause a of subsection 1 renewal of registration may be granted to any non-resident controlled registrant that had a material change in ownership subsequent to the 30th day of December, 1977 and prior to the 3rd day of March, 1978, but such renewed registration shall expire on the 31st day of January, 1980.

CEASE TRADING ORDERS

THE BAXTER CANNING CO. LIMITED
BURLINGTON PACKAGING LIMITED
CON QUEST EXPLORATION LTD.

Temporary cease trading order issued 28th November, 1979, with respect to each company for failure to make statutory filings. Statutory hearings 12th December, 1979, at 10.00.a.m.

CHAMBERS ACCEPTANCE CORPORATION

The cease trading order dated 11th July, 1978, and continued 25th July, 1978, was rescinded 30th November, 1979, the company being now up-to-date with its filings.

CHESBAR RESOURCES INC.

The cease trading order dated 4th October, 1979, and continued 18th October, 1979, was rescinded 27th November, 1979, the company being now up-to-date with its filings.

MASONIC TEMPLE CORPORATION LIMITED

The cease trading order dated 3rd October, 1979, and continued 17th October, 1979, was rescinded 27th November, 1979, the company being now up-to-date with its filings.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

ARBOUR GLEN APARTMENTS LIMITED

Upon the application of Arbour Glen Apartments Limited (the "Corporation") for an order pursuant to S.79(b)(iii) of The Securities Act, 1978, (the "Act"), exempting the Corporation in part from the requirements of Ss. 76(1) and 78 of the Act, the Ontario Securities Commission ("Commission") ordered, pursuant to S.79(b)(iii) of the Act, that the Corporation is exempted from filing with the Commission and sending to holders of its securities interim financial statements for the periods ending three months and nine months from the beginning of each financial year.

CANADIAN GAS AND ENERGY FUND LIMITED

The Commission renewed the exemption under S.34(1)4 of The Securities Act, 1978, for the ensuing twelve months.

CO-OPERATORS INSURANCE ASSOCIATION

Upon the application of Co-operators Insurance Association (the "Corporation"), a corporation governed by Part VI of The Corporations Act, R.S.O. 1970, c.89, as amended, for an order pursuant to S.79(b)(iii) of The Securities Act, 1978, (the "Act"), exempting the Corporation in part from the requirements of S.78 of the Act, the Ontario Securities Commission ordered, pursuant to S.79(b)(iii) of the Act that instead of sending to each holder of its securities (other than debt instruments) whose latest address as shown on the books of the Corporation is in Ontario interim financial statements for the periods ending three months and nine months from the beginning of each financial year, the Corporation may publish each such interim financial statement once in a daily newspaper of general circulation in each of the following cities: Toronto, Windsor, London, Sault Ste. Marie, Sudbury, Kingston, Thunder Bay and Ottawa.

W. B. CROSS CO. LIMITED

Upon the application of W. B. Cross Co. Limited (the "Corporation") for an order pursuant to S.82 of The Securities Act, 1978, (the "OSA"), that the Corporation shall be deemed to have ceased to be a reporting issuer, and for an order pursuant to S.1(9) of The Business Corporations Act, (the "OBCA") that the Corporation shall be deemed to have ceased offering its securities to the public, the Ontario Securities Commission ordered -

1. Pursuant to S.82 of the OSA, that the Corporation is deemed to have ceased to be a reporting issuer.
2. Pursuant to S.1(9) of the OBCA, that the Corporation is deemed to have ceased to be offering its securities to the public.

IN THE MATTER OF THE AMALGAMATION OF
HOME OIL COMPANY LIMITED AND CYGNUS
CORPORATION LIMITED AND THE ISSUE BY
THE CONSUMERS' GAS COMPANY OF ITS
REDEEMABLE PREFERENCE SHARES AND
CONVERTIBLE PREFERENCE SHARES IN
CONNECTION WITH SUCH AMALGAMATION

Upon it appearing to the Ontario Securities Commission (the "Commission") that -

- (a) The Consumers' Gas Company ("Consumers'"), Home Oil Company Limited ("Home") and Cygnus Corporation Limited ("Cygnus") have agreed to a transaction whereby following the amalgamation of Home, Cygnus and Congas Investments Limited ("Congas"), such corporations thereby continuing as Amalco, the shareholders of Home and Cygnus other than Consumers' (through Cygnus and Congas) would be entitled to receive pursuant to Consumers' offer for their Amalco Preference Shares \$95 in cash or by redemption of Consumers' Redeemable Preference Shares, Group 6, First Series, Par Value \$.02 each ("Consumers' Redeemable Shares") with respect to each Home

share and \$29.25 in cash or by redemption of Consumers' Redeemable Shares with respect to each Cygnus share, or, at their option, Consumers' 7½% Cumulative Convertible Redeemable Voting Preference Shares, Group 5, First Series, Par Value \$25 ("Consumers' Convertible Shares") to be created and issued by Consumers'; and

- (b) The Securities and Exchange Commission ("SEC") having approved by its Order dated November 23, 1979, the Management Proxy Circular and Prospectus to be delivered to all Home and Cygnus shareholders in connection with the Amalgamation Transaction;

And upon it appearing to the Commission that it would not be prejudicial to the public interest to make the within Order;

The Commission has therefore ordered and ruled that -

1. The intended trades in Consumers' Redeemable Shares and Consumers' Convertible Shares are not subject to Ss. 24 and 52 of The Securities Act, 1978;
2. The transfer of shares of Home and Cygnus by Consumers' to Congas is hereby exempted from the provisions of Part XIX of The Securities Act, 1978; and
3. The offer by Consumers' to acquire Amalco Preference Shares is hereby exempted from the provisions of Part XIX of The Securities Act, 1978.

LANKIN WOOD

UPON the application of Quotine Investments Limited under Section 73 of The Securities Act, S.O. 1978, c. 47 the Ontario Securities Commission ruled that trades resulting from the offer and sale by Quotine Investments Limited of condominium units in a multiple unit residential building project known as Lankin Wood, coupled with a unit owner agreement, income guarantee agreement, property management agreement, mortgage indemnity agreement, initial services agreement and rental services agreement (hereinafter collectively referred to as "Collateral Agreements") shall not be subject to Section 24 or Section 52 of The Securities Act, S.O. 1978, c. 47, subject to the following terms and conditions:

1. That solicitation of prospective purchasers and sales of condominium units coupled with the Collateral Agreements shall be made only by Quotine Investments Limited.
2. That solicitations shall be made to not more than a total of fifty prospective purchasers and sales shall be made to not more than a total of twenty-five purchasers in respect to all condominium units.
3. That all of the purchases shall be completed within a period of six months of the first purchase.
4. That each purchaser shall have access to substantially the same information concerning Lankin Wood that a prospectus would provide and is an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a registered adviser or a registered dealer, is able to evaluate Lankin Wood on the basis of the information respecting it presented to him.
5. That the offer and sale of condominium units coupled with the Collateral Agreements shall not be accompanied by an advertisement and no selling or promotional expenses shall be incurred in connection therewith except for professional services or for services performed by a registered dealer.

AND IT IS RULED that trades effected pursuant to this ruling shall be deemed to have been made and all of the provisions of The Securities Act, S.O. 1978, c. 47 and the Regulations thereto shall apply as if said trades had been made under Section 71(1)(p) of The Securities Act, S.O. 1978, c. 47.

NEWSPAPER MARKETING BUREAU INC.

On application under S.73 of The Securities Act, 1978, by Newspaper Marketing Bureau Inc., the Ontario Securities Commission ruled that the intended allotment and issue of shares by the applicant solely to Canadian daily newspapers interested in becoming part of the business of applicant, shall not be subject to S. 24 or 52 of The Securities Act, 1978, subject to the condition that the business and affairs of the issuer continue as described in the application.

STATUTORY DISCLOSURE: REPEAT DEFAULTER

THE Commission's attention has been directed to the fact that the following reporting company has failed on at least two separate occasions to file the information required to be furnished to its shareholders by either The Securities Act or The Business Corporations Act within the time limited by statute and has only done so previously after a notice of default has been issued to it by the Commission.

BURLINGTON PACKAGING LIMITED

PROSPECTUSES

CONSOLIDATED IMPERIAL RESOURCES LIMITED

Receipt issued November 29, 1979 for final prospectus dated November 23, 1979 qualifying 1,500,000 shares to be offered at 35¢ per share to net the company \$450,000.

There is also a secondary offering of 225,000 shares. The proceeds from the sale of secondary shares will accrue to the underwriter and not the corporation.

DRUMMOND McCALL INC.

Final receipt dated November 28, 1979 issued for prospectus dated November 27, 1979 qualifying 500,000 Common Shares of the Corporation to be offered at \$12.50 per share.

Underwriters Wood Gundy Limited
 Greenshields Incorporated

DYNAMIC AMERICAN FUND

Final receipt issued November 22, 1979 for prospectus dated November 1, 1979 qualifying the sale of mutual fund units at the net asset value.

Distributor: Dynamic Funds Management Ltd.
 or registered dealers.

DYNAMIC INCOME FUND

Final receipt issued November 22, 1979 for prospectus dated November 1, 1979 qualifying the sale of mutual fund units at the net asset value.

Distributor: Dynamic Funds Management Ltd.
 or registered dealers

GULF CANADA LIMITED

Preliminary prospectus and amendment thereto withdrawn at the request of the company.

HUNT CLUB RIDGE II

Final receipt issued November 28, 1979 for prospectus dated November 27, 1979 qualifying the sale of 405 units of Ownership in each of two Limited Partnership. Price \$10,000 per unit.

Agent: Nesbitt Thomson Securities Limited

KAISER RESOURCES LTD.

The preliminary prospectus dated October 19, 1979 was withdrawn on November 23, 1979 at the company's request.

LANDBANK RESOURCES 79-80 PROGRAM
(An Oil and Gas Production and Exploration Program)

Final receipt dated November 27, 1979 issued for prospectus dated November 20, 1979 qualifying a minimum of 800 and a maximum of 1600 limited partnership units for distribution to the public. Units are priced at \$5,000 each. The minimum offering, if, as and when sold will net the partnership \$3,860,000 and the maximum offering, if, as and when sold will net the partnership \$7,720,000 before expenses of issue estimated at \$175,000. The issue is not underwritten but is offered on a best efforts basis.

Agents: Midland Doherty Limited
Gordon, Lloyd-Price Investments Ltd.

SIMCOE ERIE INVESTORS LIMITED

Final receipt issued November 27, 1979 for a prospectus dated November 26, 1979 qualifying the distribution of \$3,500,000 principal amount of 10½% Convertible Debentures to be dated December 17, 1979 and to mature December 15, 1994.

Underwriter - Midland Doherty Limited

RIGHTS OFFERINGS

QUEBEC-TELEPHONE

Material acceptable to the Commission has been received with respect to a Dividend re-investment and stock purchase plan.

RAM PETROLEUMS

Material acceptable to the Commission has been received with respect to a rights offering of one common share for 15 Rights and \$8.00.

TRANSFERS WITHIN ESCROW

<u>Company</u>	<u>From</u>	<u>To</u>	<u>No. of Sha</u>
Dumont Nickel Corporation	Peter Sup	Mr. George Sup Curator for Marie-Therese Sup	6,229
Lormac Explorations Limited	Marchmont & MacKay Limited	J. W. Gemmell in trust for the benefit of the Corporation	675,000

OUTSTANDING REQUESTS FOR COMMENTS

(NOTE: All non-confidential submissions are listed below and are available for inspection in the Public Search Area, 7th Floor, 10 Wellesley Street East, Toronto, M7A 2H7).

1. CALCULATION OF EARNINGS COVERAGE
AND ASSET COVERAGE IN PROSPECTUSES
OF JUNIOR-RANKING DEBT AND PREFERRED
SHARE ISSUES

Weekly Summary - 26th May, 1978.
(Original draft)
Weekly Summary - 19th January, 1979.
(Revised draft)
Comments closed - 2nd March, 1979.

No change to list of submissions
previously published.

2. INCENTIVE MANAGEMENT FEES

Weekly Summary - 2nd March, 1979.
Comments closed - 13th April, 1979.

No change to list of submissions
previously published.

3. PROSPECTUSES FOR SECURITIES
EVIDENCING AN INTEREST IN MULTIPLE
UNIT RESIDENTIAL BUILDINGS ("MURBs")

Weekly Summary - 11th May, 1979.
Comments closed - 6th July, 1979.

No change to list of submissions
previously published.

4. DRAFT NATIONAL POLICY STATEMENT
RE: CHANGE OF AUDITOR OF A
REPORTING ISSUER

Weekly Summary - 22nd June, 1979.
Comments closed - 17th August, 1979.

- Price Waterhouse & Co.
- Touche Ross & Co.
- Thorne Riddell & Co.
- IDA - Ontario District Council
- The Institute of Chartered Accountants
of Ontario
- Peat, Marwick, Mitchell & Co.
- The Investors Group
- Financial Executives Institute Canada

5. APPLICATIONS FROM THE TORONTO STOCK EXCHANGE AND THE INVESTMENT DEALERS ASSOCIATION OF CANADA FOR RECOGNITION AS SELF-REGULATORY ORGANIZATIONS AND FOR EXEMPTIONS FROM THE SEGREGATION REQUIREMENT UNDER THE COMMODITY FUTURES ACT, 1978

Weekly Summary - 6th July, 1979.
Comments closed - 16th August, 1979.

- The Toronto Stock Exchange
- Investment Dealers Association of Canada
- Richardson Securities of Canada
- Siegal, Fogler
- Conticommodity Services (Canada) Ltd.

6. JUNIOR MINING EXPLORATION COMPANIES

Weekly Summary - 6th July, 1979.
Comments closed - 29th August, 1979.

- Salter, Apple, Cousland & Kerbel
- Strathy, Archibald & Seagram
- New Inesco Mines Ltd.

7. DISCLOSURE OF DIRECTORS' AND OFFICERS'
REMUNERATION UNDER THE SECURITIES
ACT, 1978

Weekly Summary - 21st September, 1979.
Comments closed - 9th November, 1979.

- Dupont Canada Inc.
- The Canadian Manufacturers' Association
- Osler, Hoskin & Harcourt (L. D. Hebb)

8. COMMISSION RATE STRUCTURE
OF THE TORONTO STOCK EXCHANGE

Weekly Summary - 28th September, 1979.
Comments closed - 15th November, 1979.

- Mrs. R. K. Meggeson
- Wright Properties Limited
- The Mutual Life Assurance Company of Canada
- Sceptre Investment Counsel Limited
- Elliott & Page Limited

9. AMENDED NATIONAL POLICY NO. 28,
MUTUAL FUNDS: INVESTMENT RESTRICTIONS -
OPTIONS

Weekly Summary - 2nd November, 1979.
Comments close - 21st December, 1979.

10. EXEMPTIONS FROM INSIDER REPORTING
OBLIGATIONS UNDER THE SECURITIES
ACT, 1978

Weekly Summary - 22nd November, 1979.
Comments close - 4th January, 1980.

11. APPLICATION OF REQUIREMENTS OF THE
SECURITIES ACT, 1978, TO REPORTING
ISSUERS ORGANIZED OUTSIDE ONTARIO
(DRAFT ONTARIO POLICY 3-44)

Weekly Summary - 30th November, 1979.
Comments close - 11th January, 1980.

FOOTNOTE:

The Commission recognizes that it may sometimes be necessary for persons making a written submission in response to a request for comments to request that it be treated as confidential. For example, it may contain sensitive statistical information. However, the Commission hopes that requests for confidentiality will be restricted, for example by including confidential information in a separate submission or schedule and limiting the request to that separate document. Further, the Commission wishes it understood that it will take into account the unwillingness of the person concerned to make a submission available for public debate in determining what weight should be attached to the arguments advanced. Of course, other considerations may apply where the submissions are made in connection with a disciplinary or other proceeding of a quasi-judicial nature.

- PART B -

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED

NOVEMBER 23, 1979

HYDROCARBON 1979 EXPLORATION PROGRAM
(A Limited Partnership)

NATIONAL ISSUE ALBERTA

OFFERING A MINIMUM OF 1,750 AND A MAXIMUM OF 3,600 UNITS.

PRICE: \$10,000 PER UNIT.

AGENTS: DOMINION SECURITIES LIMITED
WOOD GUNDY LIMITED

NOVEMBER 27, 1979

VEDRON LIMITED

OFFERING A MINIMUM OF 125,000 AND A MAXIMUM OF 500,000 COMMON SHARES.

PRICE: \$1.50 PER SHARE.

AMENDMENTS RECEIVED

NOVEMBER 28, 1979

EXXETER RESOURCES CORP.

AMENDMENT NUMBER 1 DATED NOVEMBER 21st, 1979 TO PROSPECTUS DATED JUNE 4th, 1979.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION THEY HAVE CEASED DISTRIBUTION

BELL CANADA

Levesque, Beaubien Inc. - November 19, 1979

CANADIAN NATURAL RESOURCES LIMITED

Notices received from a number of registrants.

CANADIAN UTILITIES LIMITED

Notices received from a number of registrants.

CHIEFTAIN DEVELOPMENT CO. LTD.

Mead & Co. Limited - September 27, 1979

COSTAIN LIMITED

Bell Gouinlock Limited - November 5, 1979
Levesque, Beaubien Inc. - November 19, 1979

DAON DEVELOPMENT CORPORATION

Levesque, Beaubien Inc. - November 19, 1979

GEOLEX RESOURCES LTD.

A. C. MacPherson & Co. Limited - November 23, 1979

JOHN LABATT LIMITED

Levesque, Beaubien Inc. - November 19, 1979

LIDLAW TRANSPORTATION LIMITED

Mead & Co. Limited - October 10, 1979

NORTHERN TELECOM LIMITEE

Levesque, Beaubien Inc. - November 16, 1979

OMEGA HYDROCARBONS LTD.

Bache Halsey Stuart Canada Ltd. - November 20, 1979

THUNDERBOLT GAS & OIL EXPLORATIONS INC.

Rosmar Corporation Limited - November 27, 1979

TURBO RESOURCES LIMITED

Notices received from a number of registrants.

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

- A ANNUAL FINANCIAL STATEMENTS
- B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
- C INTERIM FINANCIAL STATEMENTS
- D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
- E OTHER REPORTS TO SHAREHOLDERS
- F REPORT OF MATERIAL CHANGE FORM 27

AGASSIZ RESOURCES LTD.	A B
ALBANY OIL & GAS LIMITED	A B
ALBERTA GAS TRUNK LINE	C
ALBERTA NATURAL GAS COMPANY LTD.	E
ALCAN ALUMINIUM LIMITED	C
AMALGAMATED BONANZA PETROLEUM LTD.	E
AMERADA HESS CORPORATION	C
AMERICAN GROWTH FUND LIMITED	B
ANDRES WINES LTD.	C
AQUITAINE COMPANY OF CANADA LTD.	C
ATCO LTD.	E
BP CANADA INC.	E C F
BANK OF BRITISH COLUMBIA	E
BASIC RESOURCES INTERNATIONAL S.A.	E
BIJOU MINES & OILS LIMITED	C
BLACKWOOD HODGE (CANADA) LIMITED	E
BLOCK BROS. INDUSTRIES LTD.	E
BLYTHWOOD MINING LIMITED	C
BOMBARDIER INC.	E
BOREALIS EXPLORATION LIMITED	A C
BOW VALLEY INDUSTRIES LTD.	E
BRAFOR CAPITAL CORPORATION LIMITED	A B
BRAMALEA LIMITED	C E
BRASCAN LIMITED	E C
T.G. BRIGHT & CO. LIMITED	C
BRITISH AMERICAN BANK NOTE COMPANY LIMITED	E
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	E

BRITISH COLUMBIA HYDRO AND POWER AUTHORITY	C
BRITISH COLUMBIA TELEPHONE COMPANY	F
BRITISH PETROLEUM COMPANY LIMITED	E
CAE INDUSTRIES LTD.	A E
CADILLAC FAIRVIEW CORPORATION LIMITED	E
CALGARY POWER LTD.	C
CAMFLO MINES LIMITED	E
CAM LAREN MINES LIMITED	F
CAMPBELL CHIBOUGAMAU MINES LTD.	E
CAMPBELL RED LAKE MINES LIMITED	C
CANADA DEVELOPMENT CORPORATION	C E
CANADA MALTING CO. LIMITED	C
CANADA PERMANENT MORTGAGE CORPORATION	E
CANADA SOUTHERN PETROLEUM LTD.	C
CANADIAN ADMIRAL CORPORATION	A B
CANADIAN CABLESYSTEMS LIMITED	E
CANADIAN FOREMOST LTD.	E
CANADIAN FOUNDATION COMPANY LTD.	C
CANADIAN MARCONI COMPANY	C
CANADIAN MERRILL LTD.	E
CANADIAN PACIFIC LIMITED	C E
CANADIAN UTILITIES LIMITED	E
CANBRA FOODS LTD.	C
CANREIT INVESTORS LIMITED	C
CANRON INC.	C
CARA OPERATIONS LIMITED	E
CARMA DEVELOPERS LTD.	E
CAROLIN MINES LTD.	F
CEDAR RIDGE APARTMENT PROJECT	A C
CENEX LIMITED	E
CHANCELLOR ENERGY RESOURCES INC.	E
CHIEFTAIN DEVELOPMENT CO. LTD.	E C
CHRYSLER CORPORATION	C
CHRYSLER FINANCIAL CORPORATION	E
CITIES SERVICE COMPANY	C
CLAREMONT MINES LIMITED	F
CLAREVIEW GARDENS APARTMENT PROJECT	E
COCHRANE-DUNLOP LIMITED	C

COMINCO LTD.	E F
CONSOLIDATED PIPE LINES COMPANY	C
CONTROL DATA CORPORATION	E
CONVENTURES LIMITED	E
CORBY DISTILLERIES LIMITED	F
CORPORATE FOODS LIMITED	E
COSTAIN LIMITED	C E
CREDIT FONCIER	E
CZAR RESOURCES LTD.	E
DRG LIMITED	C
DANIEL DIVERSIFIED LIMITED	E
DIGITECH LTD.	A B
DISCOVERY MINES LIMITED	F
DOME MINES LIMITED	C
DOME PETROLEUM LIMITED	C E
DOMINION BRIDGE COMPANY, LIMITED	C
DOMLIN INC.	C
DYNAMIC MINING EXPLORATION LTD.	C
THE EL PASO COMPANY	C
ENEX RESOURCES LIMITED	E
ENSEARCH CORPORATION	C
EQUITRUST MORTGAGE AND SAVINGS COMPANY	E
ETHYL CORPORATION	E
FATHOM OCEANOLOGY LIMITED	C
FEDERAL INDUSTRIES LIMITED	C
FEDERAL TRUST COMPANY	C
THE FIDELITY TRUST COMPANY	E
FINNING TRACTOR & EQUIPMENT LTD.	E
FIRST CALGARY PETROLEUMS LIMITED	E
FORD MOTOR COMPANY OF CANADA, LIMITED	E
FORD MOTOR CREDIT COMPANY	C
FORT NORMAN EXPLORATIONS INC.	E
FRANCANA OIL & GAS LTD.	E
FRASER INC.	C
GENERAL BAKERIES LIMITED	C E
GENERAL PUBLIC UTILITIES CORPORATION	E
GENSTAR LIMITED	E
GETTY OIL COMPANY	C E
GOLDEN BOUNTY MINING COMPANY LIMITED	E
GRANDMA LEE'S INC.	A

GREENWICH LAKE	C
EXPLORATIONS LTD.	
GREY GOOSE	E
CORPORATION LIMITED	
GREYHOUND LINES OF CANADA LTD.	C
GULF CANADA LIMITED	E
GULFSTREAM RESOURCES	A B
CANADA LIMITED	
GULL LAKE ENERGY RESOURCES LTD.	
HARVEY WOODS LIMITED	C
HOME OIL COMPANY LIMITED	C
HOUSE OF BRAEMORE	E
FURNITURE LIMITED	
HUDSON'S BAY COMPANY	E
IMASCO LIMITED	E
INCO LIMITED	C
INDUSTRIAL AMERICAN FUND	E
INDUSTRIAL DIVIDEND	C
FUND LIMITED	
INDUSTRIAL EQUITY FUND LIMITED	E
INDUSTRIAL GROWTH FUND	C
INDUSTRIAL INCOME FUND	C
INDUSTRIAL PENSION FUND LIMITED	C
INTER-ROCK OIL CO. OF	C
CANADA LIMITED	
INVESTORS SYNDICATE REALTY	E
THE IRON BAY TRUST	C
IVACO LTD.	E
K.T. MINING LIMITED	C
KAPS TRANSPORT LTD.	E
KARI RESOURCE EXPLORATIONS	A B
LIMITED	
KEEPRITE INC.	C
KERR-MCGEE CORPORATION	C
K-TEL INTERNATIONAL, INC.	B
JOHN LABATT LIMITED	E
LAILAW TRANSPORTATION LIMITED	E
LASSITER KUMA OILS LTD.	E
LAURASIO RESOURCES LIMITED	E
LAVA CAP RESOURCES LTD.	E
LEXINGTON RESEARCH FUND, INC.	C
LIBERIAN IRON ORE LIMITED	E

MICC INVESTMENTS LIMITED	C
MACLAREN POWER & PAPER COMPANY	C
MAISLIN INDUSTRIES LTD.	C
MAJESTIC WILEY CONTRACTORS LIMITED	C
MASONIC TEMPLE CORPORATION LIMITED	C
MASSEY-FERGUSON LIMITED	E
MCINTYRE MINES LIMITED	E F
MELCOR DEVELOPMENTS LTD.	C E
MERCANTILE BANK OF CANADA	B
MIDCON OIL & GAS LIMITED	C
MIDPINES EXPLORATIONS INC.	C
MINERAL RESOURCES	B
INTERNATIONAL LTD.	
MOUNTAINVIEW EXPLORATIONS INC.	C
NATIONAL SEA PRODUCTS LIMITED	E
NEOMAR RESOURCES LIMITED	E
NEW PROVIDENCE DEVELOPMENT	A B
COMPANY LIMITED	
NOBLE MINES & OILS LTD.	C
NORANDA MINES LIMITED	C E
NORCEN ENERGY RESOURCES LIMITED	C E
NORTH CANADIAN OILS LIMITED	C
NORTHERN TELECOM LIMITED	C E
NORTHLAND OILS LIMITED	A B
NORTHWAY-GESTALT CORPORATION	E
NOVA SCOTIA SAVINGS & LOAN CO.	E
NU-WEST DEVELOPMENT	C
CORPORATION LTD.	
O'BRIEN ENERGY &	F
RESOURCES LIMITED	
OCELOT INDUSTRIES LTD.	E
ONAPING RESOURCES LTD.	E
ORION CAPITAL CORPORATION	C
OROFINO MINES LIMITED	E
PAGE PETROLEUM LTD.	C
PALOMA PETROLEUM LTD.	E
PAN AMERICAN WORLD AIRWAYS INC.	C
PAN CENTRAL EXPLORATIONS LTD.	E
PAN CANA INDUSTRIES LTD.	E
PANHANDLE EASTERN	C
PIPE LINE COMPANY	
PARAMOUNT RESOURCES LTD.	C
H. PAULIN AND CO. LIMITED	E
PELICAN MINES LIMITED	C
PENNANT RESOURCES LTD.	E
PETROBAR EXPLORATIONS INC.	

PHILLIPS PETROLEUM COMPANY	C
PHOENIX RESOURCES COMPANY	C
QUAKER OATS COMPANY	C
RAM PETROLEUMS LIMITED	E
REAL PROPERTY TRUST OF CANADA	C
REED STENHOUSE COMPANIES LTD.	E
RENABIE MINES LIMITED	E
RIO ALGOM LIMITED	E
ROYAL TRUSTCO LIMITED	E
ROYCO MINES & ENERGY INC.	C
HUGH RUSSEL INC.	E
ST.LAWRENCE CEMENT CO.	E
SANDWELL AND COMPANY LIMITED	E
SCOTIA COVENANTS LIMITED	C
SCOTTISH & YORK HOLDINGS LTD.	E
SCURRY-RAINBOW OIL LIMITED	C
THE SEAGRAM COMPANY LTD.	E
SECO-CEMP LIMITED	A
SHAW PIPE INDUSTRIES LTD.	C
SHELL CANADA LIMITED	E
SHELTER HYDROCARBONS 78-1	C
SHEPHERD PRODUCTS LIMITED	C
SIFTON PROPERTIES LIMITED	C
SILVERWOOD INDUSTRIES LIMITED	E
SIMPSONS-SEARS LIMITED	E
SOLO RESOURCES & ENERGY INC.	E
STANDARD BROADCASTING CORPORATION LIMITED	A B
STEEP ROCK IRON MINES LIMITED	C
STEINBERG INC.	E
STERLING EQUITY FUND	E
STRATHEARN HOUSE GROUP LIMITED	E
SUNBURST EXPLORATION LIMITED	C
SUPERIOR ACCEPTANCE CORPORATION LIMITED	C
TENNECO INC.	C
TEXASGULF INC.	E
TOROMONT INDUSTRIES LTD.	C
TORONTO DOMINION BANK	E
THE TORONTO SUN PUBLISING CORPORATION	C
TRADERS GROUP LIMITED	C

TRANS CANADA PIPELINES LIMITED	E
TRIANGLE EXPLORATIONS LIMITED	C
TRINITY RESOURCES LTD.	E
TRINOVA RESOURCE EXPLORATIONS LTD.	C
TRIZEC CORPORATION	E
U A P INC.	C
UNICAN SECURITY SYSTEMS LTD.	C
UNICOL COLLECTION	A B
AGENCIES LIMITED	
UNICORP FINANCIAL CORPORATION	E
UNION OIL COMPANY OF	E
CANADA LIMITED	
UNITED HEARNE RESOURCES LTD.	E
UNITED WESTERN OIL & GAS LTD.	C
VENPOWER LIMITED	A B
VILLACENTRES LIMITED	C
WAJAX LIMITED	C
HIRAM WALKER-GOODERHAM	A B
& WORTS LIMITED	
WEST MACANDA RESOURCES LIMITED	E
WESTCOAST TRANSMISSION	E
COMPANY LIMITED	
WESTERN BROADCASTING	E
COMPANY LTD.	
WESTERN INTERNATIONAL	A B
EXPLORATIONS LTD.	
GEORGE WESTON LIMITED	E
WHIRLWIND RESOURCE	C
EXPLORATIONS LIMITED	
YORKSHIRE COPPER MINES LIMITED	C
ZAPATA CORPORATION	E
ZELLERS LIMITED	E

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 15, 1979		IAC Limited - 11-3/4% Secured Notes due November 15, 1999	\$ 5,000,000.00	\$ 5,000,000.00
Nov. 15, 1979		"	250,000.00	250,000.00
Nov. 15, 1979		"	1,000,000.00	1,000,000.00
Nov. 15, 1979		"	6,000,000.00	6,000,000.00
Nov. 15, 1979		"	3,000,000.00	3,000,000.00
Nov. 15, 1979		"	500,000.00	500,000.00
Nov. 15, 1979		"	250,000.00	250,000.00
Nov. 15, 1979		"	500,000.00	500,000.00
Nov. 15, 1979		"	500,000.00	500,000.00
Nov. 15, 1979		"	250,000.00	250,000.00
Nov. 15, 1979		"	1,000,000.00	1,000,000.00
Nov. 15, 1979		"	250,000.00	250,000.00
Nov. 15, 1979		"	5,000,000.00	5,000,000.00
Nov. 15, 1979		"	1,000,000.00	1,000,000.00
Nov. 15, 1979		"	2,000,000.00	2,000,000.00

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 15, 1979		IAC Limited - 11-3/4% Secured Notes due November 15, 1999	\$ 3,000,000.00	\$ 3,000,000.00
Nov. 15, 1979		"	500,000.00	500,000.00
Nov. 14, 1979		Trizec Corporation Limited - Preferred Shares Series AA	100.00	220,000 shrs
Nov. 14, 1979		"	100.00	50,000 "
Nov. 16, 1979	Zinor Holding Limited	Noranda Mines Limited - Common Shares	19.00	14,000,000 "
Oct. 1, 1979	The International Trust Company Account #22-0140-8	Penfund Capital (No.1) Limited - Common Shares	2.47	350 "
Oct. 1, 1979	"	Penfund Capital (No.1) Limited - Fixed and Participating Secured Notes	65,615.41	\$ 71,920.00
Nov. 26, 1979	Traders Group Limited	Guaranty Trust Company of Canada - Common Shares	8.00	1,250,000 shrs
Nov. 15, 1979		Newfoundland Light & Power Co. Limited - 11 1/2% First Mortgage Sinking Fund Bonds, Series "W" due 1999	2,100,000.00	\$ 2,100,000.00
Oct. 31, 1979	Canada Permanent Mortgage Corporation	MDS Health Group Limited and MDS Health Group Inc. - Floating Rate, 1979 Debentures due 1999	5,000,000.00	5,000,000.00
Oct. 31, 1979	Penfund Capital (No.1) Limited	"	4,000,000.00	4,000,000.00

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 31, 1979	The International Trust Co.	MDS Health Group Limited and MDS Health Group Inc. - Floating Rate, 1979 Debentures due 1999	\$1,000,000.00	\$1,000,000.00
June 5, 1979	Bank of Nova Scotia Pension Fund	Spar Aerospace Limited - Common Shares	12.00	14,000 shrs
Nov. 15, 1979	121578 Drilling Limited	Lava Cap Resources Limited - Common Shares	1.62	75,000 shrs

FORMS 12 AND FORM 19 SCHEDULE 3 - RESALE OF SECURITIES

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 12, 1979	May 10, 1978	Confederation Life Insurance Company	Bow Valley Industries Ltd. - Common Shares	\$ 41.43	3,000 shrs
Nov. 1, 1979	June 14, 1978	"	Northstar Resources Ltd.- Common Shares	5.51	7,700 "
Nov. 6, 1979	June 14, 1978	"	"	5.65	6,100 "
Nov. 7, 1979	June 14, 1978	"	"	5.75	13,900 "



10 Wellesley Street East
Toronto, Ontario
M7A 2H7

ONTARIO SECURITIES COMMISSION

IN THE MATTERS OF APPLICATIONS WITH RESPECT TO THE
SHARES OF CONSOLIDATED MARBENOR MINES LIMITED;
RAYROCK MINES LIMITED; CZAR RESOURCES LIMITED; AND
NORBASKA MINES LIMITED

Hearing: October 31, 1979

Present:	J. C. Baillie, Q.C.	-	Chairman
	R. N. Cockburn	-	Commissioner
	E. S. Miles	-	Commissioner
	G. C. McCartney	-	Commissioner
	W. A. Simonton	-	Commissioner
	R. T. Morgan	-	Commissioner
	S. Thom, Q.C.	-	Commissioner
	J. D. S. Bohme, Q.C.	-	On behalf of Great Horn Mining Syndicate Inc. and of Cornwall Tin and Mining Corporation (Applicants with respect to Consolidated Marbenor Mines Limited)
	D. G. C. Menzel, Q.C.	-	On behalf of Discovery Mines Limited (Applicant with respect to Rayrock Resources Limited)
	A. S. Schiff	-	On behalf of Robert W. Lamond and Rudolf Siegert (Applicant with respect to Czar Resources Limited)
	J. Grant, Jr.	-	On behalf of Hugh T. Borthwick (Applicant with respect to Norbaska Mines Limited)
	T. A. Creet	-	Staff Counsel

Each of these matters involved an application under section 73 of The Securities Act, 1978 for permission to sell, without a prospectus, securities derived from a control block. In each case, the securities involved

are shares that are listed on The Toronto Stock Exchange and, in each case, the TSE has provided us with a letter supporting the application subject to specified conditions, including the "four week moving average" test discussed later in these reasons and certain reporting requirements. With the consent of all counsel involved, the applications were heard concurrently since they present related questions of principle.

In a number of cases prior to September 15, 1979 (the effective date of The Securities Act, 1978) we exercised our authority under section 59 of the former Act to permit the sale of securities in circumstances that would have qualified for an exemption under the new Act if the new Act had been in force. The orders we issued contains terms and conditions that corresponded with the relevant provisions of the new Act. In this way, we accelerated the implementation of policy decisions that had been made by the Legislature and we also obtained an opportunity to assess the practical significance of those decisions.

Implementation of certain provisions of the new Act is delayed by section 143 of that Act until March 15, 1981. These provisions set out circumstances in which securities may be resold without a prospectus. They include subsection 71(7), relating to the sale of securities derived from a control block. That section will permit the sale of control block securities into the public markets if the issuer is a non-defaulting reporting issuer that has been a reporting issuer for 18 months. The only requirements are that certain notices and certificates be filed with the Commission and with any recognized stock exchange upon which the securities are listed, and that the sale not be accompanied by market grooming activities or by any unusual commission payment.

In these applications, we were asked to anticipate the effective date of section 71(7), as we anticipated the effective date of other provisions before September 15, by exercising our authority under section 73 to permit the sale of securities under conditions equivalent to those contained in 71(7). Counsel on certain of the applications supplemented this submission with the contention that we should grant the requested order even apart from considerations relating to 71(7), alluding to our prior practice in applications under section 59 as to the sale of securities derived from a control block.

Submissions of Commission Staff

Mr. Creet, staff counsel on each of the applications, raised some fundamental concerns. He contended that the decision to delay implementation of 71(7) for 18 months was made in order to ensure availability of an adequate data base as to reporting issuers before the more flexible resale privileges of 71(7) become available. This data base would result, he said, from compliance by reporting issuers with the more elaborate reporting requirements of the new Act. Accordingly, even if the Commission fully concurs with the principles of 71(7), we should decline to grant the applications because the requisite period for the creation of the data base has not elapsed. The only exception would be for any of the applications that we would have granted under our practices prior to September 15, 1979.

But Mr. Creet's concerns were more far-reaching. He contended that 71(7) goes unacceptably far in policy terms. Even as it applies to listed securities, the constraints on market grooming and unusual commissions are insufficient to prevent the market from being flooded by control block securities. In practice, he said, this will expand the size of the "float" to the detriment of informed investment decisions and will open the door to manipulative activities. Investors will be unable to make reliable projections as to the amount of control block stock likely to enter the market and will therefore find it necessary to assume that all of the outstanding stock could become available on short notice. He added that the market grooming and unusual commission constraints are so imprecise that they will create significant uncertainty until resolved by case-by-case decisionmaking. The cumulative impact of these problems will, he submitted, have a far-reaching impact on investment decisions and will detract from the quality of the marketplace for securities held by non-controlling investors.

All of the applications before us related to TSE-listed securities, but Mr. Creet pointed out that 71(7) is not limited to such securities although, he said, the policy considerations that underlie 71(7) seem primarily related to the listed market situation. Use of the section for unlisted securities might occasion even more far-reaching problems and might be inconsistent with the principles of other exemptions in the Act. If 71(7) permits sales of control block securities in off-exchange transactions, the detailed exemptive provisions elsewhere in section 71 become largely irrelevant to these securities.

To emphasize his concerns with the specific applications, staff counsel provided us with a number of helpful data as to the facts of those applications. These data included the following table, advanced by Mr. Creet in support of his concern as to the market's ability to absorb the securities dealt with by the applications:

APPLICANTS AND ISSUERS BY NUMBER OF SHARES PROPOSED TO BE TRADED, RECENT TRADING VOLUMES AND PROPOSED TRADES AS PERCENT RECENT TRADING VOLUMES*					
Applicants and (Issuers)	No. of Shares Proposed to be Traded	Recent Trading** Volumes		Proposed Trade as Percentage	
		3m tot	1m.avge	3m tot	1m.avge
	000's	000's	000's	%	%
(1) Cornwall & Great Horn (Consolidated)	400	2118	706	19	57
(2) Discovery (Rayrock)	400	603	201	66	199
(3) Lamond-Siegert (Czar)	80	2881	960	3	8
(4) Borthwick (Norbaska)	200	874	291	23	69

* All figures rounded

** Recent trading volumes for July, August, September, 1979

Submissions of Counsel for the Applicants

Counsel on at least two of the applications - those relating to shares of Czar Resources Limited and to Norbaska Mines Limited - contended that the Commission would have granted the applications even under the policies we followed prior to legislative adoption of 71(7). Indeed, counsel on the Norbaska application pointed out that his application was for an order that would be virtually identical with one previously granted on an ad hoc basis by the Commission on the same set of facts. We did not find it necessary to consider separately these representations of counsel, since their applications were ultimately granted based on 71(7). However, we anticipate that in an appropriate case (for example, one satisfying the criteria in policy statement 3-18) we would be prepared to grant a section 73 order for the sale of control block securities without requiring compliance with all of the conditions of 71(7).

Before considering the details of the application, we asked each counsel for his comments on the concerns raised by Mr. Creet. All disagreed with his submission that we should decline to grant exemptions that anticipate 71(7), because of an assumed legislative direction that an 18-month data base under the requirements of the new Act should first be accumulated. They pointed out that each of the issuers concerned has been subject to the disclosure requirements of the Commission for 18 months or more, that none is in default and that each has a market following. As to Mr. Creet's more fundamental concerns with the policy reflected in 71(7), all counsel agreed that the section may be too wide but, not surprisingly, each felt that the approach taken in the section was appropriate to the particular facts of his application. The most frequent criticism of the section was its application to unlisted securities.

We also heard general comments from Mr. Jackson, TSE counsel, to whom our thanks are due for his appearance on short notice to assist us with this matter. He made no comment on any specific application, but he did say that the TSE feels its surveillance of the marketing of control block securities to be effective. The policy is that the volume of control block sales in any week may not exceed the average of sales volume in the preceding four weeks. Messrs. Creet and Jackson engaged in a brief exchange as to the adequacy of this policy, with specific reference to Mr. Creet's comment that the permissible volume of sales in weeks after the first may be inflated by the control block sales themselves. Mr. Creet suggested a more restrictive test, which Mr. Jackson agreed to discuss with him and with officials of the TSE.

Commission Consideration

We reviewed in detail with Mr. Creet and counsel for the applicants the facts of the applications that most seriously concerned Mr. Creet. After the review, we granted all of the applications, on terms and conditions conforming with the requirements of 71(7), supplemented by conditions obligating the applicants to consult with officials of the TSE and to provide the TSE with any information it might request as to the distribution of the control block securities. In the case of the application relating to Rayrock Resources Limited, we also conditioned the order by requiring the applicant to provide our staff with a letter of assurance from a registered dealer stating, in effect, that the sales could reasonably be expected to be carried out successfully without a material adverse impact

on the market and without market grooming or payment of an unusual commission. In granting the applications, we were influenced by an undertaking from Mr. Jackson that the TSE will review the adequacy of the four-week moving average rule in the context of these distributions, will discuss with Mr. Creet the concerns he raises, and will report to the Commission on its conclusions.

That we granted these applications does not mean we reject Mr. Creet's submissions. We have serious reservations as to his explanation of the reasons for the 18-month delay prior to implementation of 71(7), but we are troubled by his comments as to the principle of the new exemption. Interestingly, these comments illustrate what we consider to have been an even more important reason for the 18-month delay than that described by Mr. Creet. Sections 71(4), (5), (6) and (7) are important new provisions that have not received a testing under fire. Ultimately, they will contribute much to the precision and flexibility of the law. But they need more analysis and experience to ascertain their adequacy. This is one of the major reasons for the 18-month delay. If experience indicates that some adjustment is needed in the scope of the sections, it can be made by legislation or regulation before the end of the 18-month period.

We intend to maintain a close review of 71(7), particularly through practical experience with applications such as those here discussed. One area of concern is indicated above - the adequacy of TSE rules and procedures to monitor control block distributions. Another is whether there should be any volume restriction included in the subsection itself. The availability of the exemption for unlisted securities troubles us, since we see merit to Mr. Creet's comments that the principles of the exemption logically relate to listed securities. The limitations in 71(7)(c) on market grooming activities and on the payment of unusual commissions may lack adequate precision and may require definition. Abuses might arise, for example by the use of 71(7) as a technique to enable reporting issuers to effect "back-door" underwritings without a prospectus. All of these matters, and any other questions that arise as to the use of 71(7) require analysis prior to March 15, 1981.

This being said, we hasten to add that we feel the new exemption is desirable in principle and a necessary part of the new regulatory pattern. Under the new Act, reporting issuers are subject to extensive disclosure requirements. These significantly reduce the need for a prospectus. Control block holders have long been denied meaningful liquidity, in the interests of logically complete application of the prospectus requirements. It should be feasible, in a regime of full disclosure, to provide control block holders with greater liquidity on a basis consistent with maintenance of orderly markets and fair treatment of investors. In our view, 71(7) is a long step in that direction although some fine tuning may still be necessary.

DATED this 29th of November, 1979.

Mr. Beattie W.C. Sullivan
Mr. Cockburn J.S. Miles
Mr. Cantung Mr. Henry A.
Mr. [unclear] Mr. [unclear]
Consent to [unclear]
H B [unclear]

SUPPLEMENT "X-1" TO WEEKLY SUMMARY, WEEK ENDING
30TH NOVEMBER, 1979.

APPLICATION OF REQUIREMENTS OF THE SECURITIES ACT,
1978 TO REPORTING ISSUERS ORGANIZED OUTSIDE ONTARIO

Attached is a draft policy statement on the above topic. Comments on this statement and the accompanying form of order would be appreciated. Written comments should be received by the Secretary of the Commission on or before January 11, 1980 and will be made available for public inspection unless confidentiality is specifically requested.

While neither the statement nor the order has been formally adopted, the Commission proposes to administer the Act on a basis consistent with the statement while the request for comments is outstanding.

Attachment

ONTARIO POLICY 3-44

The Securities Act, 1978 authorizes the Ontario Securities Commission to exempt reporting issuers or classes of reporting issuers from a number of the substantive requirements of the Act. The Act also provides that issuers which are subject to similar requirements under the laws of their jurisdiction of incorporation, organization or continuance are automatically exempt from a number of these substantive requirements. Questions have arisen as to the interpretation and application of these exempting provisions. The purpose of this policy statement is to set out certain orders made by the Commission in the exercise of its exempting powers, and the Commission's interpretation of certain relevant provisions.

In applying this policy statement, it should be borne in mind that the remarks made are of general application and that the Commission has the right to grant other exemptions upon specific applications. Also, where it has granted general exemptions by order, the Commission has reserved the right to narrow the exemptions so that they will be unavailable to specific issuers. In this way, the Commission is in a position to modify the general statements here made so that appropriate results will be reached in specific situations.

For convenience, the issuers referred to in this policy statement are divided into categories referred to by letters as indicated below. The definitions of the categories should be carefully studied to ensure that a particular issuer is properly categorized before reliance is placed on this policy statement as to that issuer. It is recognized that a number of issuers will fall into more than one category. Subject to the language of the relevant portion of the policy statement and of the implementing order, any such issuer may obtain the benefit of the more favourable treatment available for either of the categories. The categories are:

- A - (i) incorporated reporting issuers that are incorporated or continued under the laws of British Columbia, Alberta, Saskatchewan or Manitoba or that are incorporated or continued under the Canada Corporations Act or the Canada Business Corporations Act; and
- (ii) unincorporated reporting issuers that are organized under the laws of one of the provinces referred to in (i), but only if the laws of that province make them subject to requirements on the relevant topic (i.e., the subject-matter of the particular exemption) that are equivalent to the requirements that would have been applicable had they been organized as business corporations under the relevant law of the particular province;

- B - incorporated reporting issuers that are incorporated or continued under the laws of Quebec;
- C - incorporated reporting issuers that are incorporated or continued under the laws of Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland, the North West Territories or the Yukon;
- D - reporting issuers registered with the Securities and Exchange Commission in the United States under the Securities Exchange Act of 1934, but not including issuers that are exempt from the reporting requirements of that Act under Rule 12g 3-2;
- E reporting issuers that are caught by the definition of that term in The Securities Act, 1978 only because they have a TSE listing, and are not incorporated, continued or organized under the laws of Canada or a province or territory of Canada.

This policy statement makes reference to an order granted by the Commission under several sections of the Act. This is referred to as the "Order". A copy is annexed as a schedule to the policy statement.

(I) Section 74 - Timely Disclosure

The Commission is not aware of any requirement applicable to issuers in any of categories A, B or C under the laws of other jurisdictions in Canada that is substantially the same as section 74. This view is, of course, subject to change upon the adoption by those jurisdictions of legislation uniform with section 74. Thus there is no basis for an exemption from section 74 either in policy terms or on the language of section 81.

In the Commission's view, some doubt exists as to whether corporations organized under the laws of a state of the United States and falling within category D (i.e., SEC-registered) may qualify under section 81 for exemption from section 74 even though the SEC requirements may be considered to require substantially the same information as does section 74. This doubt is because the SEC requirements arise under federal law, but section 81 speaks to the laws "of the jurisdiction in which the reporting issuer was incorporated, organized or continued". However, the Commission has concluded that category D issuers, other than those incorporated, organized or continued under the laws of Canada or a province or territory of Canada, should be exempt from all of the requirements of section 74 (other than the requirement to issue a press release as to non-confidential material changes) if they file with the Commission, in duplicate, all materials required to be filed by them with the SEC. The formal order is set out in numbered paragraph 1 of the schedule. While Canadian issuers do not qualify for the exemption, they are reminded that material filed under section 74 need not conform exactly with the relevant form (#27) if it contains the required information and is properly certified. Accordingly, it may be feasible for them, in many cases, to file duly certified copies of forms filed with the SEC.

It should be stressed that the exemption in the Order relates only to the filing requirements of section 74. Nothing exempts category D issuers from the obligation to issue a press release concerning a material change, other than a change as to which section 74 permits confidential treatment. Further, category D issuers will be expected to continue to comply with the timely disclosure requirements of Uniform Act Policy 2-12.

The Commission has been concerned with the extent to which compliance with section 74 should be sought from issuers in category E. On the one hand, such issuers may not be subject to an effective pattern of securities regulation under the laws of their home jurisdiction. On the other hand, Canadian investors in such issuers may be taken to be aware of this lack and to have accepted it. Further, the necessity to comply with section 74 might be regarded as a disincentive against foreign issuers electing to become listed on The Toronto Stock Exchange. On balance, the Commission has concluded that section 74 is so central to the regulatory pattern set out in the Act that a class exemption should not be granted to issuers in category E, although the situation should be kept under continuing review.

(II) Section 76 - Quarterly Financial Statements

The quarterly report obligation imposed by section 76 is a new requirement for many reporting issuers. Section 76 requires the preparation and filing of such reports; section 78 (see (III) below) requires that they be sent to securityholders other than of debt instruments. The Commission has concluded that no general exemption should be granted from the statutory requirement for quarterly reports, except as to category E issuers, discussed below.

However, the Commission recognized that a number of the issuers affected by the new requirements may be subject to similar requirements under the securities or corporate laws of their home jurisdictions. While the requirements of the Act and regulations as to content of quarterly reports are comparatively general, the Commission has concluded that it would be undesirable to require a reporting issuer to prepare an interim report in accordance with those requirements if there are other requirements of the home jurisdiction. Also, this approach is consistent with section 81. Accordingly, numbered paragraph 2 of the Order states that compliance with the laws of the home jurisdiction, where they contain requirements as to the content of quarterly reports, will be accepted as compliance with the requirements of section 76 concerning the content of interim reports and related regulations.

It should be stressed that this relates only to the content of the statements; nothing in the Order exempts from the requirements of the Act as to the timing of the filing of interim reports, so that those requirements will apply even to reporting issuers whose home jurisdiction allows a longer period to elapse after the end of the quarter before filing an interim report. Nor does the Order affect the provisions of the regulation, particularly sections 1 and 2, as to compliance with generally accepted accounting principles, or the provisions of National Policy 14, as to the use of foreign currencies in financial statements filed with the Commission.

Category E issuers have caused concern to the Commission similar to those described under II. Where the category E issuer has comparatively limited connections with Ontario, the Commission has concluded that our public policy should not require filing of interim reports not required by the home jurisdiction. The conclusion applies only to those category E issuers that have not more than 300 holders of the securities listed resident in Canada and not more than 5 percent of such listed securities held in Canada. It is reflected in numbered paragraph 3 of the Order.

(III) Section 77 - Annual Financial Statements

The annual financial statements are fundamental to effective relationships between an issuer and its securityholders. Accordingly, the Commission believes that no general exemption relating to the annual filing obligation should be granted that permits deviation from the basic requirement of section 77, that the annual financial statements be prepared in accordance with generally accepted accounting principles - meaning Canadian principles except where compliance with other principles is permitted by subsection 1(4) of the Regulations. In the Commission's view, issuers in any of the categories that are obligated by the laws of their home jurisdictions to prepare annual financial statements would be viewed under section 81 as being in substantial compliance with the requirements of the Act as to content of the statements.

The limiting language in section 81, "the laws of the jurisdiction in which the reporting issuer was incorporated, organized or continued" may occasion difficulties of interpretation for the issuer incorporated in the United States that wishes to qualify for exemption under section 81 by reason of the application to it of SEC requirements. Accordingly, numbered paragraph 4 of the Order states that category D issuers (other than Canadian issuers) are exempt from compliance with section 77 if required by SEC rules to prepare an annual financial statement, and if the statement so prepared is in compliance with Canadian generally accepted accounting principles or contains the supplementary information contemplated by section 1(4) of the Regulations under the Act. Paragraph 5 makes a similar provision as to category E issuers. These orders have no effect on the operation of National Policy No.14. Nor have they any effect on the right of reporting issuers organized in other jurisdictions to rely on subsection 1(4) of the Regulations in the preparation of their financial statements.

(IV) Section 78 - Delivery of Financial Statements

The Commission has published an addendum to Ontario Policy 3-36 as to the circumstances in which it will waive compliance with the obligation to send financial statements to shareholders. Applications for orders as contemplated by that addendum should be made on a case-by-case basis by the issuers concerned.

However, two questions of interpretation of section 78 have arisen. The first is as to the meaning of "corresponding requirement", which, if read narrowly, could make inoperative the exempting provision in

the last six lines of the section. The second is that the requirement for distribution of financial statements "to each holder of its securities, other than debt instruments" would extend the obligation to holders of preferred shares, rights, warrants and similar securities to whom statements are not customarily distributed. The Commission has concluded that the costs involved in distributions to these classes of securityholders would outweigh the benefits to be obtained. Numbered paragraphs 6 and 7 of the Order deal, respectively, with the "corresponding requirement" provision and with the classes of securityholder to whom the statements are to be sent. Paragraph 7 excludes mutual funds since there are some mutual funds whose publicly-distributed securities are not "voting securities" as defined. It should be noted that this exemption in no way detracts from the force of any obligation to distribute financial statements to holders of non-voting securities, if the obligation arises in some other way - for example, under preferred share conditions or as a matter of corporate law.

(V) Section 80 - Filing of Information Circular or Annual Filing

Questions have arisen as to the inter-action among sections 80, 85 and 87. The annual report requirement under subsection 80(2) applies to all reporting issuers other than those required to send an information circular under clause 85(1)(a). It would seem that issuers exempt from clause 85(1)(a), whether by virtue of section 87 or of a Commission order, would be obligated to file an annual report under subsection 80(2). The Commission has concluded that this would not be an appropriate result. Numbered paragraph 8 of the Order therefor excludes from the operation of subsection 80(2) those issuers that are exempt from clause 85(1)(a) by reason of section 87 or by reason of a Commission order, unless the order specifies the contrary. Paragraph 8 of the Order is subject to the condition that the material sent to securityholders be filed with the Commission as if subsection 80(1) applied to it.

Another question that has arisen is as to the application of section 80 to a reporting issuer that is subject to clause 85(1)(a) but fails to comply with that clause. In the Commission's view, subsection 80(2) is applicable to such issuers. That subsection uses the words "where subsection 1 is not applicable". The Commission's view is that subsection 1 is not applicable if the reporting issuer fails to file a copy of the information circular as required by the regulations.

(VI) PART XVIII - Proxy Solicitations

Questions have arisen as to the interpretation of "substantially similar to the requirements of this Part" in subsection 87(1). The Commission has reviewed the relevant provisions of the law in other jurisdictions and has concluded that issuers in classes A, B and D qualify for exemption under section 87. As noted in (V), it will be necessary for such issuers to file with the Commission the material they send to securityholders, as if subsection 80(1) was applicable. In view of the concerns expressed with the possibility that the words of subsection 87(1) should be more narrowly interpreted, the Commission is prepared to be receptive to an application from any issuer that wishes the assurance of a ruling under 87(2). However, the Commission does not consider that any such application is necessary.

(VII) Part XX - Reporting by Insiders

Section 117(1) indicates that the filing requirements of Part XX may be complied with by filing the reports required by the laws of the home jurisdiction, if those laws require "substantially the same reports" as are required by Part XX. The Commission interprets this provision as relating to the form of the reports, as distinguished from the circumstances in which reports are to be filed. Accordingly, if the form of insider trading report in the home jurisdiction substantially corresponds with that prescribed in the regulations under the Act, that form may be used for filings under the Act. If, however, the requirements of the Act differ from those of the home jurisdiction as to the circumstances in which reports must be filed, the requirements of the Act will govern.

The forms of insider trading reports required under the laws of the home jurisdiction for issuers in categories A, B and D are, in the Commission's view, substantially the same as those required under the Act. Manually signed copies of those reports may therefore be used in satisfaction of the insider trading reporting obligations under the Act. Because of the difficulty of interpretation referred to elsewhere in this policy statement, as to whether the federal securities laws of the United States may be regarded as "the laws of the jurisdiction in which" reporting issuers organized under state law or the laws of another country are incorporated, organized or continued, numbered paragraph 9 of the Order sets out this principle as to category D issuers.

In view of the extent of reporting requirements under SEC rules, the Commission has concluded that the costs of compliance would outweigh any additional benefits to be obtained through requiring category D issuers to comply in full with the insider reporting obligations of Part XX. Accordingly, numbered paragraph 9 of the Order also states that it will be sufficient compliance with the insider reporting obligations of Part XX if insiders of category D issuers file reports with the Commission in the circumstances in which such reports are required under SEC rules. Canadian-organized reporting issuers are excluded from this exemption; insiders of such issuers and of all other classes of reporting issuers will be subject to the requirements of the Act as to the circumstances in which reports must be filed.

IN THE MATTER OF PARTS XVII AND XX OF
THE SECURITIES ACT, 1978

-and-

IN THE MATTER OF REPORTING ISSUERS INCORPORATED,
CONTINUED OR ORGANIZED OUTSIDE ONTARIO

WHEREAS Parts XVII and XX of The Securities Act, 1978 (the "Act") contain a number of exemptions from certain of the obligations set out therein, and also authorizes the Commission by order to grant additional exemptions;

AND WHEREAS it seems to the Commission to be desirable and not prejudicial to the public interest to provide additional exemptions pursuant to that authority;

AND WHEREAS as herein used

- (a) "Category A reporting issuer" means
 - (i) incorporated reporting issuers that are incorporated or continued under the laws of British Columbia, Alberta, Saskatchewan or Manitoba or that are incorporated or continued under the Canada Corporations Act or the Canada Business Corporations Act; and
 - (ii) unincorporated reporting issuers that are organized under the laws of one of the provinces referred to in (i), but only if the laws of that province make them subject to requirements on the relevant topic (i.e., the subject-matter of the particular exemption) that are equivalent to the requirements that would have been applicable had they been organized as business corporations under the relevant law of the particular province;
- (b) "Category B reporting issuer" means incorporated reporting issuers that are incorporated or continued under the laws of Quebec;
- (c) "Category C reporting issuer" means incorporated reporting issuers that are incorporated or continued under the laws of Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland, the North West Territories or the Yukon;
- (d) "Category D reporting issuer" means reporting issuers registered with the Securities and Exchange Commission

in the United States under the Securities Exchange Act of 1934, but not including issuers that are exempt from the reporting requirements of that Act under Rule 12g 3-2;

- (e) "Category E reporting issuer" means reporting issuers that are included in the definition of that term in The Securities Act, 1978 only by virtue of their listing on The Toronto Stock Exchange and which are not incorporated, continued or organized under the laws of Canada or a province or territory of Canada;

AND WHEREAS for purposes of this order as it relates to an issuer incorporated, continued or organized under the laws of a political subdivision of a federal authority, a requirement imposed by that federal authority shall be considered as a requirement of the jurisdiction in which the reporting issuer is incorporated, continued or organized;

NOW THEREFORE, be it ordered, subject to any other order made with respect to any specific reporting issuer

- (1) pursuant to subclause 79(b)(iii) of the Act, that any category D reporting issuer other than issuers incorporated, continued or organized under the laws of Canada or a province or territory of Canada shall be exempt from compliance with the requirements of section 74, other than the obligation to issue and file a press release as to any material change in its affairs not being treated as confidential, but this exemption shall be effective only while the issuer files with the Commission two copies of each Document filed or required to be filed by it with the Securities and Exchange Commission (the "SEC"), such filing with the Commission to be effected forthwith after the earlier of the date the Document is filed or the date it is required to be filed with the SEC. For purposes of this clause (1), "Document" means a formal document filed with the SEC in compliance with rules administered by the SEC, and to be included on the public files of the SEC, but does not include informal letters or other communications the content of which is not relevant to an understanding of the affairs of the category D reporting issuer;
- (2) pursuant to subclause 79(b)(iii) of the Act, that any category A, B, C, D or E reporting issuer required by the laws of the jurisdiction in which it is incorporated, continued or organized to prepare financial statements as at the end of one or more of the quarterly periods between fiscal year-ends, may, subject to the application of the regulations as to generally accepted accounting principles, prepare the financial statements required as at that date or those dates under section 76 of the Act in accordance with the requirements as to the content

thereof made by the jurisdiction of incorporation, continuance or organization;

- (3) pursuant to subclause 79(b)(iii) of the Act, that any category E reporting issuer

(i) as to which the total number of securities of the class listed on The Toronto Stock Exchange registered in the names of residents of Canada does not exceed 5 percent of the total number of issued and outstanding securities of that class and the total number of registered Canadian securityholders of the class does not exceed 300; and

(ii) which is not required by the laws of the jurisdiction in which it is incorporated, continued or organized to prepare reports for the periods referred to in section 76 of the Act,

shall be exempt from the obligation under section 76 to prepare and to file interim financial statements for those periods as to which no such requirements are imposed by their jurisdictions of incorporation, continuance or organization, but such issuers shall file with the Commission copies of any financial statements filed by them with The Toronto Stock Exchange;

- (4) pursuant to subclause 79(b)(iii) of the Act, that any category D reporting issuer, other than those incorporated, continued or organized under the laws of Canada or a province or territory of Canada, may, subject to compliance with the provisions of the regulations as to generally accepted accounting principles, prepare the annual financial statements required by section 77 of the Act in compliance with the requirements as to the content thereof made under rules administered by the SEC, but the annual financial statements of any issuer relying on this clause shall be filed with the Commission no later than the earlier of (i) 24 hours after they are filed with the SEC, and (ii) the date on or prior to which the Act requires that they be filed with the Commission;

- (5) pursuant to subclause 79(b)(iii) of the Act, that any category E reporting issuer

(i) as to which the total number of securities of the class listed on The Toronto Stock Exchange registered in the names of residents of Canada does not exceed 5 percent of the total number of issued and outstanding securities of that class and the total number of registered Canadian securityholders of the class does not exceed 300; and

(ii) which is required by the laws of the jurisdiction under which it is incorporated, continued or organized to prepare annual financial statements,

may, subject to compliance with the provisions of the regulations as to generally accepted accounting principles, prepare the annual financial statements required by section 77 of the Act in compliance with the requirements as to the content thereof made by the jurisdiction of incorporation, continuance or organization, but the annual financial statements of any issuer relying on this clause shall be filed with the Commission no later than the earlier of: (i) 24 hours after they are filed with any other governmental agency; and (ii) the date on or prior to which the Act requires that they be filed with the Commission;

- (6) pursuant to clause 79(b)(iii) of the Act, and to avoid ambiguity in the interpretation of section 78 thereof, that any reporting issuer which is subject to requirements of its jurisdiction of incorporation, continuance or organization for the distribution of financial statements to the holders of its securities or specified classes thereof, shall be exempt from the requirements of sections 76 and 77 with respect to the financial statements so required to be distributed;
- (7) pursuant to clause 79(b)(iii) of the Act, that no reporting issuer other than a mutual fund shall be obligated by section 78 thereof to send financial statements to the holders of its securities other than voting securities;
- (8) pursuant to clause 79(b)(iii) of the Act, that any reporting issuer exempted from the requirements of clause 85(1)(a) thereof by reason of subsection 87(1) thereof or by reason of an order of the Commission that does not otherwise specify, is also exempt from the requirements of subsection 80(2) of the Act, but only if it files with the Commission copies of the material actually distributed to holders of its voting securities, as if subsection 80(1) was applicable thereto; and
- (9) pursuant to clause 117(2)(b) of the Act, that any person who is an insider of a category D reporting issuer, other than an issuer incorporated, continued or organized under the laws of Canada or a province or territory of Canada, shall, while it follows the practice of filing with the Commission two copies of each insider report filed with the SEC, such filing with the Commission to be made within 24 hours after the filing of the report with the SEC, be exempt from the requirements of Part XX of the Act as to the filing of reports on transactions in the securities of the particular reporting issuer.

SUPPLEMENT "X-2" TO WEEKLY SUMMARY, WEEK ENDING
30TH NOVEMBER, 1979.

BILL 156 - AN ACT TO AMEND THE SECURITIES ACT, 1978

On Thursday, November 29, the above Bill was passed by the Legislative Assembly. At the committee stage, on motion of the Minister, one subsection of the Bill, as introduced, was deleted, and a typographical error was corrected.

Attached is an extract from the statement made by the Honourable Frank Drea on second reading of the Bill, together with a copy of the Bill as revised. The Commission intends to recommend to Cabinet that the effective date of the amending bill be January 1, 1980.

Attachments

SECURITIES AMENDMENT ACT

Hon. Mr. Drea: Mr. Speaker, I have a few remarks on the second reading of this bill.

As I said before, the bill deals with a number of points, mostly of a fine-tuning nature to resolve minor questions in the interpretation of the Securities Act adopted in June 1978.

As members know, since that time the commission and staff have engaged in extensive discussion with members of the financial industry. Also, they have gained practical experience with the application of the new act since it was proclaimed on September 15, 1979.

All of the amendments, except the new section 62, have been exposed at length for public comment and have been revised to reflect comments received. I will not attempt to deal with them in detail except to say they will further improve an already good statute.

I understand the changes have been reviewed with the securities commissions in other provinces, and are expected to be included in the uniform legislation which most of the provinces now have under active consideration.

One change merits particular attention, the new section 62 to permit the short form and summary prospectuses. This section is the only one that has not been exposed generally for public comment but its objective is obviously desirable.

When this bill is adopted, the Ontario Securities Commission will publish for comments a draft regulation which, among other things, will permit a short form prospectus for junior mining issues.

As I am sure members know, many junior mining companies have expressed concern with the cost in delays now involved in filing a prospectus with the OSC. I expect a short form prospectus will go a long way to meet these concerns. The draft regulations will also provide for a summary prospectus to be used by mutual funds. I have asked the commission to report to me on its experience with junior mining and mutual fund prospectuses under these new regulations in order that we may consider making similar provisions as to prospectuses for other types of issue. If this experiment is successful it will do much to reduce the burden of the prospectus filing procedure while maintaining investor protection.

As I mentioned when I introduced this bill for first reading, the fine-tuning provisions that it contains include revisions of the takeover bid rules to reflect experience gained in the competitive takeover bids of last winter.

Since I introduced the bill a number of technical concerns have been raised as to one provision. Rather than revise it hastily, I propose to withdraw it in order to allow ample time for consultation prior to its re-introduction in the spring. Accordingly, I will be moving in committee that section 14(1) of the bill be deleted.

BILL 156

Government Bill

3RD SESSION, 31ST LEGISLATURE, ONTARIO
28 ELIZABETH II, 1979

An Act to amend The Securities Act, 1978

THE HON. FRANK DREA
Minister of Consumer and Commercial Relations

TORONTO
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EXPLANATORY NOTES

SECTION 1. Paragraph 24 of subsection 1 of section 1 now reads as follows:

24. "*misrepresentation*" means,
- i. *an untrue statement of material fact, or*
 - ii. *an omission to state a material fact*

The amendment clarifies the nature of an omission that will be interpreted as a misrepresentation.

SECTION 2. The amendment clarifies the powers of the Commission where hearings of the Commission and other securities commissions are combined to deal with circumstances involving identical or similar issues and parties

SECTION 3. The paragraph is re-enacted to clarify that the exemption from registration requirements provided by section 34 of the Act applies to an isolated trade by or on behalf of an issuer in a specific security of its own issue

SECTION 4. The amendment is complementary to the amendment contained in section 7 of the Bill

An Act to amend
The Securities Act, 1978

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

- 1. Subparagraph ii of paragraph 24 of subsection 1 of section 1 of *The Securities Act, 1978*, being chapter 47, is repealed and the following substituted therefor:
 - ii. an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.
- 2. Section 2 of the said Act is amended by adding thereto the following subsection:
 - (4) The Commission may hold hearings in or outside Ontario in conjunction with any other body empowered by statute to administer or regulate trading in securities and may consult with that other body during the course of a hearing.
- 3. Paragraph 2 of subsection 1 of section 34 of the said Act is repealed and the following substituted therefor:
 - 2. An isolated trade by or on behalf of an issuer in a specific security of its own issue, for the issuer's account, or by or on behalf of an owner in a specific security, for the owner's account, where the trade is not made in the course of continued and successive transactions of a like nature, and is not made by a person or company whose usual business is trading in securities.
- 4.—(1) Subsection 1 of section 57 of the said Act is amended by inserting after "3" in the first line "of this section and subsection 2 of section 62".

(2) Subsection 2 of the said section 57 is amended by inserting after "3" in the first line "of this section and subsection 2 of section 62".

s. 57 (2),
amended

5. Subsection 1 of section 58 of the said Act is amended by adding at the commencement thereof "Subject to subsection 2 of section 62".

SECTION 5. The amendment is complementary to the amendment contained in section 7 of the Bill.

6. Subsection 1 of section 60 of the said Act is amended by inserting after "2" in the first line "of this section and subsection 4 of section 62".

SECTION 6. The amendment replaces section 62 of the Act. The provision being repealed places a duty on dealers to notify the Commission at the beginning and conclusion of a distribution to the public. Since the information filed with the Commission under this section has not been applied to any particular purpose, the section is not required.

7. Section 62 of the said Act is repealed and the following substituted therefor:

s. 62,
re-enacted

62.—(1) A person or company may, if permitted by the regulations, file a short form of preliminary prospectus and a short form of prospectus in the prescribed form under section 52, or a short form of *pro forma* prospectus and a short form of prospectus in the prescribed form under section 61, and any such prospectus that complies with the regulations applicable thereto shall, for the purposes of section 55, be considered to provide sufficient disclosure of all material facts relating to the securities issued or proposed to be distributed under the prospectus.

Short form
prospectus

(2) A short form prospectus may contain one or more forms of certificate to be signed as alternatives to the forms of certificate set out in subsections 1 and 2 of section 57 and subsection 1 of section 58 and, where any such certificate in a short form prospectus is used in accordance with the regulations, it is not necessary to use the alternative certificate required by subsections 1 and 2 of section 57 and subsection 1 of section 58, as the case may be.

Alternative
certificates

(3) A person or company may, if permitted by the regulations, file a summary statement as a separate document in the prescribed form together with a prospectus filed under section 52 or 61.

Summary
statement

(4) Where a summary statement is filed with a prospectus, the Director shall not issue a receipt for the prospectus if it appears to him that the summary statement does not comply with the regulations applicable thereto.

Refusal of
summary
statement

(5) A summary statement filed with a prospectus for which a receipt has been issued may be sent or delivered by a dealer to a purchaser of securities instead of a prospectus as required in section 70, and, where a dealer so elects, the provisions of sections 70 and 130 with respect to a prospectus apply with necessary modifications to a summary statement.

Delivery of
summary
statement

(6) Every summary statement sent or delivered to a purchaser shall contain a statement informing the purchaser that a copy of

Delivery of
prospectus
on request

SECTION 5. The amendment is complementary to the amendment contained in section 7 of the Bill.

SECTION 6. The amendment is complementary to the amendment contained in section 7 of the Bill.

SECTION 7. The amendment replaces section 62 of the Act. The provision being repealed places a duty on dealers to notify the Commission at the beginning and conclusion of a distribution to the public. Since the information filed with the Commission under this section has not been applied to any particular purpose, the section is not required.

The new section 62 provides for the use of short form prospectuses and summary statements. A short form prospectus may be filed by persons or companies permitted by the regulations for the purpose of meeting the prospectus requirements of the Act as an alternative to filing a longer form of prospectus. A summary statement may be distributed by persons or companies permitted by the regulations as an alternative to the distribution of a prospectus under section 70 of the Act. A provision requires that every summary statement shall contain a statement informing a person who receives a summary statement that a copy of the prospectus will be made available to the purchaser upon request.

be provided to the purchaser on request, and each person or company who signs or causes to be signed, as the case may be, the certificate contained in the prospectus shall ensure compliance with any such request.

(7) Where, during the distribution or distribution to the public of a security under a prospectus, an order is made to cease trading in the security, or the receipt issued by the Director for the prospectus is revoked or the prospectus lapses or the use of a prospectus is otherwise prohibited by the Act, the regulations or by a decision of the Commission or an order of a court, a summary statement filed with the prospectus shall cease to have force and effect for the purposes of section 70 unless the Director otherwise orders.

Summary statement without force and effect

(8) Nothing in this section shall be construed to provide relief from liability arising under section 126 where a misrepresentation is contained in a prescribed short form prospectus and, for the purposes of section 126, where a misrepresentation is contained in a summary statement filed with a prospectus, the misrepresentation shall be deemed to be contained in the prospectus.

Liability not affected

8. Subsection 3 of section 69 of the said Act is amended by striking out “and upon every dealer who has notified the Commission of his intention to engage in the distribution of the securities” in the third and fourth lines.

s 69 (b), amended

9.—(1) Clause b of subsection 1 of section 71 of the said Act is repealed and the following substituted therefor:

s 71 (1) (b), re-enacted

(b) the trade is an isolated trade by or on behalf of an issuer in a specific security of its own issue, for the issuer's account, where the trade is not made in the course of continued and successive transactions of a like nature, and is not made by a person or company whose usual business is trading in securities.

(2) Subclause i of clause b of subsection 7 of the said section 71 is amended by striking out “proposed trade” in the fifth line and inserting in lieu thereof “first trade made to carry out the distribution”.

s 71 (7) (b), amended

10. Subsection 1 of section 73 of the said Act is repealed and the following substituted therefor:

s 73 (1), re-enacted

(1) The Commission may, upon the application of an interested person or company, rule that any trade, intended trade, security, person or company is not subject to section 24 or 52 where it is

Exemption order

SECTION 8. The amendment is complementary to the amendment contained in section 7 of the Bill

SECTION 9.—Subsection 1. The amendment is complementary to the amendment contained in section 3 of the Bill. The clause is re-enacted to clarify that the exemption from prospectus requirements provided by section 71 of the Act applies to an isolated trade by or on behalf of an issuer in a specific security of its own issue

Subsection 2. The current wording of section 71 (7) (b) (i) indicates that the notice therein referred to must be filed before each trade. The amendment requires only that the notice be filed before the first trade in the series of trades that may be required to effect the distribution

SECTION 10. Subsection 1 of section 73 now reads as follows:

(1) The Commission may, upon the application of an interested person or company, rule that an intended trade is not subject to section 24 or 52 where it is satisfied that to do so would not be prejudicial to the public interest, and may impose such terms and conditions as are considered necessary.

The provision, as re-enacted, permits the Commission to exempt a trade, security, person or company as well as an intended trade from the requirements of section 24 or 52

satisfied that to do so would not be prejudicial to the public interest, and may impose such terms and conditions as are considered necessary.

11. Section 76 of the said Act is repealed and the following substituted therefor:

76.—(1) Every reporting issuer that is not a mutual fund shall file within sixty days of the date to which it is made up an interim financial statement,

(a) where the reporting issuer has not completed its first financial year, for the periods commencing with the beginning of that year and ending nine, six and three months respectively before the date on which that year ends, but no interim financial statement is required to be filed for any period that is less than three months in length;

(b) where the reporting issuer has completed its first financial year, to the end of each of the three-month, six-month and nine-month periods of the current financial year that commenced immediately following the last financial year, including a comparative statement to the end of each of the corresponding periods in the last financial year,

made up and certified as required by the regulations and in accordance with generally accepted accounting principles.

(2) Every mutual fund in Ontario shall file within sixty days of the date to which it is made up an interim financial statement,

(a) where the reporting issuer has not completed its first financial year, for the period commencing with the beginning of that year and ending six months before the date on which that year ends but, if the first financial year is less than six months in length, no interim financial statement is required to be filed;

(b) where the reporting issuer has completed its first financial year, for the six-month period of the current financial year that commenced immediately following the last financial year,

made up and certified as required by the regulations and in accordance with generally accepted accounting principles.

12.—(1) Subsection 2 of section 88 of the said Act is amended by striking out “Subject to section 91” in the first line and inserting in lieu thereof “Subject to subsection 1 of section 91”.

SECTION 11. The re-enactment of section 76 clarifies that each reporting issuer is required to file a cumulative interim financial statement at the end of each three month period in a financial year. Clause *a* in subsection 1 and clause *a* in subsection 2 of section 76 set out slightly different procedures to apply where a reporting issuer has not completed its first financial year in order to ensure that comparable reporting periods are established for the first financial year and subsequent years.

SECTION 12.—Subsection 1. The amendment clarifies the application of subsection 2 of section 88 of the Act (exempted take-over bids).

(2) Clause *d* of subsection 2 of the said section 88 is repealed and the following substituted therefor:

(d) it involves the acquisition of not more than 5 per cent of the voting securities of the offeree company but the aggregate number of voting securities acquired by the offeree, his associates or affiliates within any period of twelve consecutive months in reliance on the exemption offered, his associates or affiliates within any period of acquisitions made under clause *a* during the same twelve-month period, exceed 5 per cent of the outstanding voting securities of the offeree company at the beginning of the period, and this clause does not apply to any purchase of voting securities in which there is a published market if that purchase is effected above the market price at the date of purchase plus reasonable brokerage fees or other commission; or

(3) Clause *a* of subsection 3 of the said section 88 is repealed and the following substituted therefor:

(a) the securities are purchased, redeemed or otherwise acquired in accordance with terms and conditions attaching thereto that permit the purchase, redemption or acquisition of the securities by the issuer without the prior agreement of the owners of the securities, or the securities are acquired to meet sinking fund requirements or are acquired from an employee of the issuer or an employee of an affiliate.

13.—(1) Paragraph 10 of subsection 1 of section 89 of the said Act is amended by adding at the end thereof “but those securities shall be counted in the determination of whether a condition as to the minimum number of securities the offeror is bound or willing to take up has been fulfilled”.

(2) Paragraph 12 of subsection 1 of the said section 89 is amended by striking out “to withdraw the offer if” in the second line and inserting in lieu thereof “not to take up and pay for securities deposited if”.

(3) Clause *b* of paragraph 12 of subsection 1 of the said section 89 is amended by striking out “or” in the fifth line and inserting in lieu thereof “and” and by striking out “that” in the seventh line.

(4) Paragraph 13 of subsection 1 of the said section 89 is amended by striking out “making” in the fourth line and inserting in lieu thereof “date”.

Subsection 2. Clause *d* of subsection 2 of section 88 now reads as follows, showing underlined the portion of the clause amended.

(d) it involves the acquisition of not more than 5 per cent of the voting securities of the offeree company but the aggregate number of voting securities acquired by the offeror, his associates or affiliates, within any period of twelve consecutive months in reliance on the exemptions provided by this subsection, shall not exceed 5 per cent of the outstanding voting securities of the offeree company at the beginning of the period, and this clause does not apply to any purchase of voting securities in which there is a published market if that purchase is effected above the market price at the date of purchase plus reasonable brokerage fees or other commission; or

The amendment relates the operation of the take-over bid exemption provided by clause *d* of subsection 2 to the exemption set out in clause *a* only, rather than to all the exemptions set out in the subsection.

Subsection 3. Clause *a* of subsection 3 of section 88 now reads as follows:

(3) An issuer bid is exempted from the requirements of this Part where,

(a) the securities are purchased, redeemed or otherwise acquired in accordance with the terms and conditions agreed to at the time they were issued or subsequently varied by amendment of the documents setting out those terms and conditions, or are acquired to meet sinking fund requirements or from an employee of the issuer or an employee of an affiliate.

The amendment clarifies the nature of the exemption available under clause *a*

SECTION 13. Subsection 1. The amendment prevents an offeror from frustrating acceptance of the offer contained in the take-over bid circular by his own purchases in the market.

Subsections 2, 3, 4. The amendments are housekeeping in nature

14.- Section 90 is amended by adding thereto the following
subsection

(1a) For purposes of subsection 1, a change that is not within
the control of the offeror or of an affiliate of the offeror shall not be
considered to be significant unless it is a material change affecting

Section 14.- The new subsection 1a of section 90 clarifies
the types of significant changes and variations to take-over
bids or issuer bids that invoke the notice requirements set
out in subsection 1 of section 90.

SECTION 15. The proposed amendment to section 99 provides a mechanism for avoiding interjurisdictional conflicts where the time periods in other jurisdictions related to a take-over bid or an issuer bid are different than the time periods set out in sections 89 and 90 of the Act.

15. Section 99 of the said Act is amended by adding thereto the following clause:
s. 99, amended

(f) change the time periods set out in sections 89 and 90 in their application to take-over bids or issuer bids that are subject to corresponding requirements, but with different time periods, imposed under applicable legislation of Canada or of a province or territory of Canada, and such change shall apply to take-over bids or issuer bids that satisfy the criteria set out in the order of the Commission making the change.

16.—(1) Subsections 1 and 2 of section 131 of the said Act are repealed and the following substituted therefor:
s. 131 (1, 2), re-enacted

(1) Every person or company in a special relationship with a reporting issuer who sells the securities of the reporting issuer with knowledge of a material fact or material change with respect to the reporting issuer that has not been generally disclosed and every person or company in a special relationship with a reporting issuer who, directly or indirectly, other than in the necessary course of business, communicates knowledge of the material fact or material change to another person or company who thereafter sells securities of the reporting issuer is liable to compensate the purchaser of the securities for damages as a result of the trade unless,
Liability of person or company in special relationship with reporting issuer where material fact or change undisclosed

(a) the person or company in the special relationship with the reporting issuer had reasonable grounds to believe that the material fact or material change had been generally disclosed;

(b) the material fact or material change was known or ought reasonably to have been known to the purchaser; or

(c) the person or company in the special relationship with the reporting issuer proves that he or it did not make use of knowledge of the material fact or material change in selling the securities or in communicating knowledge of the material fact or material change, as the case may be.

(2) Every person or company in a special relationship with a reporting issuer who purchases the securities of the reporting issuer with knowledge of a material fact or material change with respect to the reporting issuer that has not been generally disclosed

SECTION 16. Section 131 makes every person or company in a special relationship with a reporting issuer liable for damages resulting from the improper use of his knowledge of a material fact or material change related to the reporting issuer that has not been generally disclosed.

The amendments clarify that it is the person or company in a special relationship with a reporting issuer who is liable for damages under the section. The amendments also clarify the circumstances in which a person or company in a special relationship with a reporting issuer will be held accountable for a gain arising from a transaction involving the improper use of information

and every person or company in a special relationship with the reporting issuer who, directly or indirectly, and, other than in the necessary course of business, communicates knowledge of the material fact or material change to another person or company who thereafter purchases securities of the reporting issuer is liable to compensate the vendor of the securities for damages as a result of the trade unless,

- (a) the person or company in the special relationship with the reporting issuer had reasonable grounds to believe that the material fact or material change had been generally disclosed;
- (b) the material fact or material change was known or ought reasonably to have been known to the vendor; or
- (c) the person or company in the special relationship with the reporting issuer proves that he or it did not make use of knowledge of the material fact or material change in purchasing the securities or in communicating knowledge of the material fact or material change, as the case may be.

s. 131 (4, 5),
re enacted

(2) Subsections 4 and 5 of the said section 131 are repealed and the following substituted therefor:

(4) Every person or company in a special relationship with a reporting issuer who is an insider or an associate or affiliate of the reporting issuer and who,

Account-
ability
for gain

(a) sells or purchases the securities of the reporting issuer with knowledge of a material fact or material change with respect to the reporting issuer that has not been generally disclosed; or

(b) directly or indirectly communicates, other than in the necessary course of business, knowledge of a material fact or material change with respect to the reporting issuer that has not been generally disclosed to another person or company who thereafter sells or purchases securities of the reporting issuer,

is accountable to the reporting issuer for any benefit or advantage received or receivable by him or it as a result of the purchase, sale or communication, as the case may be, unless,

(c) the person or company in the special relationship with the reporting issuer had reasonable grounds to believe that the material fact or material change had been generally disclosed;

- (d) the material fact or material change was known or ought reasonably to have been known to the purchaser or vendor of the securities, as the case may be;
- (e) the person or company in the special relationship with the reporting issuer proves that he or it did not make use of knowledge of the material fact or material change in selling or purchasing the securities or in communicating knowledge of the material fact or material change, as the case may be.

(5) Where more than one person or company in a special relationship with a reporting issuer is liable under subsection 1 or 2 as to the same transaction or series of transactions, their liability is joint and several.

Liability,
joint and
several

SECTION 17.—Subsection 1. Paragraph 1 of section 139 is re-enacted in order to provide regulation-making authority for the purposes of the new section 62 of the Act contained in section 7 of the Bill. The provision, as re-enacted, also permits the Lieutenant Governor in Council to delegate authority to the Director to allocate persons and companies to prescribed categories of persons and companies.

17.—(1) Paragraph 1 of section 139 of the said Act is repealed and the following substituted therefor:

s. 139,
par. 1,
re-enacted

1. prescribing categories for persons and companies and the manner of allocating persons and companies to categories, including permitting the Director to make such allocations, and prescribing the form and content of and governing the use of prospectuses, preliminary prospectuses, *pro forma* prospectuses, summary statements and statements of material facts to be filed by, and financial conditions applicable to, persons and companies in accordance with their categories.

(2) The said section 139 is amended by adding thereto the following paragraphs:

s. 139,
amended

- 8a. governing the furnishing of information by a registrant or class of registrants to a person or company recognized by the Commission and governing the payment of fees with respect thereto;

27a. requiring any issuer or class of issuers to comply with Part XVII or any provision thereof.

18. This Act comes into force on a day to be named by proclamation of the Lieutenant Governor.

Commence-
ment

19. The short title of this Act is *The Securities Amendment Act, 1979*.

Short title

Subsection 2. The amendment creates two additional regulation-making powers. Paragraph 8a expands the authority currently provided by paragraph 8 of section 139 to make regulations governing the furnishing of information to the public or to the Commission by a registrant. Paragraph 27a permits the Lieutenant Governor in Council to require, by regulation, that an issuer or class of issuers comply with the continuous disclosure provisions of the Act.

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ONTARIO SECURITIES COMMISSION

W E E K L Y S U M M A R Y

WEEK ENDING 7TH DECEMBER, 1979

WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

NOTICE I

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT
OF MATERIAL FILED FOR THE MONTH
OF NOVEMBER 1979

NOTICE II

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT
OF PRIVATE PLACEMENTS FILED FOR
THE MONTH OF NOVEMBER 1979

NOTICE III

MOTION PICTURE "TAX SHELTER"
OFFERINGS - LEVERAGE

SUPPLEMENT "X"

THE COMMODITY FUTURES ACT, 1978
SUITABILITY STANDARDS
TRADING IN CONTRACTS ENTERED INTO
ON OFFSHORE EXCHANGES

SUPPLEMENT "X-1"

DIRECTORS' REPORT



NOTICE I

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF MATERIAL
FILED FOR MONTH OF NOVEMBER 1979

	<u>1979</u>	<u>1978</u>	January 1 - Nov. 30, 1979	January 1 - Nov. 30, 1978
Insider Trading Reports	1,874	1,383	18,082	14,898
Annual and Interim Financial Reports	583	569	4,783	4,548
Finance Company Reports	14	26	395	407
Take-Over Circulars	4	13	84	71
Proxy Solicitations and Information Circulars	79	97	1,312	1,297
Miscellaneous Information to Shareholders	878	485	3,874	3,765
Reports of Material Change	68	-	-	-

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF PRIVATE PLACEMENTS
FILED FOR MONTH OF NOVEMBER 1979

FORM 11 AND 19 SCHEDULE 1 AND 2FORM 11

January 1, 1979 - October 31, 1979	January 1, 1978 - October 31, 1978
473 Reports \$1,383,041,458.18 Equity	226 Reports \$1,203,972,047.70 Equity
342 Reports 810,585,047.52 Debt	355 Reports 1,414,035,816.44 Debt
November, 1979	November, 1978
80 Reports 227,612,858.00 Equity	24 Reports 472,778,858.28 Equity
43 Reports 75,394,460.41 Debt	23 Reports 56,150,000.00 Debt
Total to date	Total to date
553 Reports 1,610,654,316.18 Equity	250 Reports 1,676,750,905.98 Equity
385 Reports 885,979,507.93 Debt	378 Reports 1,470,185,816.44 Debt
<u>\$2,496,633,824.11</u>	<u>\$3,146,936,722.42</u>

FORM 12 AND 19 SCHEDULE 3FORM 12

January 1, 1979 - October 31, 1979	January 1, 1978 - October 31, 1978
141 Reports \$569,351,085.87 Equity	38 Reports \$ 68,844,619.75 Equity
13 Reports 71,310,698.69 Debt	31 Reports 11,511,317.70 Debt
November, 1979	November, 1978
10 Reports 1,362,279.25 Equity	6 Reports 21,303,232.50 Equity
2 Reports 662,330.00 Debt	
Total to date	Total to date
151 Reports 570,713,365.12 Equity	44 Reports 90,147,852.25 Equity
15 Reports 71,973,028.69 Debt	31 Reports 11,511,317.70 Debt
<u>\$642,686,393.81</u>	<u>\$101,659,169.95</u>

NOTICE III

RE: MOTION PICTURE "TAX SHELTER"
OFFERINGS - LEVERAGE

On November 29, 1979, pursuant to section 60(4) of The Securities Act, 1978, the Commission was asked by the Director to consider a material question which he believed to be in the public interest relating to a preliminary prospectus through which it is proposed to offer film units in a feature length motion picture, "Your Ticket Is No Longer Valid". A sum of money is to be advanced to the project by a distributor of the film who will be entitled to repayment of its advance out of distribution receipts in priority to the investors recouping their initial investment. These arrangements had been negotiated on the basis of a single precedent, a motion picture prospectus accepted for filing by the Commission in October 1978. The question posed was whether it was contrary to the public interest to permit this kind of leverage in motion picture financings.

On the facts in this case, the Commission advised the Director that, subject to a clearer explanation in the "Risk Factor" section of the prospectus which was volunteered during the course of the hearing, it did not view the questioned arrangements as grounds for refusing this prospectus. However, it was sensitive to the question raised by the Director and the concerns acceded to in part by the consultant called on behalf of the film promoters. The Commission wishes notice taken that the acceptance of this prospectus for filing should not be viewed as establishing a precedent.

At the last meeting of the Canadian Securities Administrators, it was agreed that a policy should be developed for motion picture tax shelter offerings. A draft policy is presently under discussion between interested provinces. It is anticipated that it will be published for comment shortly.

CEASE TRADING ORDERS

THE BAXTER CANNING CO. LIMITED
BURLINGTON PACKAGING LIMITED

The cease trading order dated 28th November, 1979, with respect to each company was rescinded 7th December, 1979, each company being now up-to-date with its filings.

IN THE MATTER OF CERTAIN CONVERTIBLE
PREFERENCE SHARES PROPOSED TO BE CREATED
AND ISSUED BY THE CONSUMERS' GAS COMPANY

The order made by the Commission on 6th November, 1979, prohibiting "when issued" trading in the Consumers' convertible shares was rescinded 6th December, 1979.

COVE URANIUM MINES LIMITED

The cease trading order dated 10th January, 1978, and continued 24th January, 1978, was rescinded 3rd December, 1979, the company being now up-to-date with its filings.

DIVERSIFIED CREDIT CORPORATION LIMITED

The cease trading order dated 29th August, 1979, and continued 12th September, 1979, was rescinded 3rd December, 1979, the company being now up-to-date with its filings.

ONTARIO TEACHERS MORTGAGE FUND

Temporary cease trading order issued 5th December, 1979, for failure to make statutory filings. Statutory hearing 19th December, 1979, at 10.00.a.m.

WARDEAN DRILLING CO. LIMITED

The cease trading order dated 19th November, 1979, was continued 3rd December, 1979, pending the company complying with Part XVII of The Securities Act, 1978.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

CARLYLE PLACE

UPON the application of Quotine Investments Limited under Section 73 of The Securities Act, S.O. 1978, c. 47 the Ontario Securities Commission ruled that trades resulting from the offer and sale by Quotine Investments Limited of condominium units in a multiple unit residential building project known as Carlyle Place, coupled with a unit owner agreement, income guarantee agreement, property management agreement, mortgage indemnity agreement, initial services agreement and rental services agreement (hereinaft collectively referred to as the "Collateral Agreements") shall not be subject to Section 24 or Section 52 of The Securities Act, S.O. 1978, c. 47, subject to the following terms and conditions:

1. That solicitation of prospective purchasers and sales of condominium units coupled with the Collateral Agreements shall be made only by Quotine Investments Limited.
2. That solicitations shall be made to not more than a total of fifty prospective purchasers and sales shall be made to not more than a total of twenty-five purchasers in respect to all condominium units.
3. That all of the purchases shall be completed within a period of six months of the first purchase.
4. That each purchaser shall have access to substantially the same information concerning Carlyle Place that a prospectus would provide and is an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a registered adviser or a registered dealer, is able to evaluate Carlyle Place on the basis of the information respecting it presented to him.

5. That the offer and sale of condominium units coupled with the Collateral Agreements shall not be accompanied by an advertisement and no selling or promotional expenses shall be incurred in connection therewith except for professional services or for services performed by a registered dealer.

AND IT IS RULED that trades effected pursuant to this ruling shall be deemed to have been made and all of the provisions of The Securities Act, S.O. 1978, c. 47 and the Regulations thereto shall apply as if said trades had been made under Section 71(1)(p) of The Securities Act, S.O. 1978, c. 47.

THE GOLDFIELD CORPORATION

On application under S.73 of The Securities Act, 1978, (the "Act") by The Goldfield Corporation ("Goldfield"), the Ontario Securities Commission ("Commission") ruled that the first trade in Ontario after March 14, 1981, by any person or company:

- (i) to whom shares of common stock or warrants of Goldfield are issued in Ontario as a result of the exercise, by such person or company, of rights to be issued by Goldfield to its shareholders on or about December 5, 1979; or
- (ii) to whom shares of common stock of Goldfield are issued in Ontario as a result of the exercise by such person or company of warrants issued by Goldfield under the terms of the said rights offering;

in any such shares or warrants of Goldfield is not subject to S.52 of the Act on condition that each shareholder of Goldfield in Ontario be sent all material required to be sent to shareholders of Goldfield in the United States of America and on condition that all such material be filed with the Commission, concurrently with the sending of such material to the shareholders of Goldfield.

IN THE MATTER OF HIRAM WALKER-GOODERHAM &
WORTS LIMITED AND THE HIGHLAND DISTILLERIES
COMPANY LIMITED

UPON the application of Hiram Walker-Gooderham &
Worts Limited ("Walkers") under clause (e) of section 99;

AND UPON it appearing to the Commission that:

1. Walkers proposes to offer to acquire all the issued ordinary shares of 20p each in The Highland Distilleries Company Limited ("Highland") other than the 3,070,000 ordinary shares already owned by a subsidiary of Walkers;
2. Highland was incorporated in the United Kingdom and its head office is located at Glasgow, Scotland, and Walkers believes that at present only one shareholder of Highland holding less than 0.05 percent of its ordinary shares is resident in Ontario;
3. The offer will be governed by the Companies Acts 1948 and 1976 and the Prevention of Fraud (Investment) Act 1958 of the United Kingdom and will be subject to the United Kingdom City Code on Take-overs and Mergers; and
4. To grant the within exemption would not be prejudicial to the public interest;

IT IS ORDERED, pursuant to section 99(e) of the Act, that Walkers and its agent Lazard Brothers & Co., Limited is exempted from compliance with the requirements of Part XIX of the Act with respect to the offer to acquire all of the ordinary shares of 20p each in Highland provided that all material, including amendments sent to shareholders of Highland resident in the United Kingdom, relating to the offer, shall be sent to those shareholders of Highland resident in Ontario and filed with the Commission.

MACLEAN-HUNTER LIMITED

Upon the application of Maclean-Hunter Limited for an order exempting certain of its insiders from the reporting requirements of S.102 of The Securities Act, 1978, with respect to their acquisition of shares by way of stock dividend, the Director ordered that all insiders of Maclean-Hunter Limited are exempted from the reporting requirements of S.102 of that Act with respect to shares received by way of stock dividend, subject to the following conditions:

1. That each such insider shall file by January 31 of each year an insider report disclosing therein any increase in the holdings of such insider of shares by way of stock dividend during the 12-month period ending December 31 preceding such date; and
2. That each such insider shall file insider reports in accordance with S.102 of that Act with regard to all other transactions involving the securities of Maclean-Hunter Limited not otherwise exempted.

NEW BEDFORD RESOURCES AND DEVELOPMENT LIMITED

On application under S.73 of The Securities Act, 1978, (the "Act") by New Bedford Resources and Development Limited (the "Applicant"), the Ontario Securities Commission ("Commission") ruled that the proposed trades of 42,860 common shares in the capital stock of the Applicant to Brian G. Butler and Associates Limited ("Butler") and 13,741 common shares in the capital stock of the Applicant to Christopher Electric Limited ("Christopher") at \$0.25 per share are not subject to S.24 or S.52 of the Act on condition that Butler and Christopher shall not sell or otherwise dispose of any of said common shares without further application to the Commission.

THOMSON NEWSPAPERS LIMITED

UPON the application of THOMSON NEWSPAPERS LIMITED (the "Corporation") for an order pursuant to Section 117(2) (a) (ii) of The Securities Act, 1978, S.O. 1978, c. 47 (the "Act"), exempting those insiders of the Corporation who are holders of Class B shares of the Corporation from the reporting requirements of Section 102 of the Act with respect to the receipt by way of stock dividend of Class B and Class C shares of the Corporation and the disposition or redemption of such Class B or Class C shares, and for an order pursuant to Section 99(e) of the Act exempting the Corporation from the requirements of Part XIX of the Act concerning issuer bids with respect to the purchase from time to time by the Corporation of Class A and Class B shares in an amount not exceeding in total the number of Class B shares previously issued as stock dividends;

AND UPON being satisfied that in the circumstances of this particular application there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 117(2) (a) (ii) of the Act that those insiders of the Corporation who are holders of Class B shares of the Corporation be and are exempted from the reporting requirements of Section 102 of the Act with respect to the receipt by way of stock dividend of Class B and Class C shares of the Corporation and the disposition or redemption of such Class B or Class C shares, subject to the following conditions:

1. Each such insider, within thirty days after December of each year, will file with the Commission an insider report disclosing therein any change in the holdings of such insider resulting from the receipt by way of stock dividend of Class B and Class C shares of the Corporation and the disposition or redemption of such Class B or Class C shares;
2. Each insider will file insider reports with the Commission in accordance with Section 102 of the Act with regard to all other transactions involving the securities of the Corporation not otherwise exempted by an order of the Commission;

AND IT IS FURTHER ORDERED pursuant to Section 99(e) of the Act that the Corporation be and is exempted from the requirements of Part XIX of the Act concerning issuer bids with respect to the purchase from time to time by the Corporation of Class A and Class B shares in an amount not exceeding in total the number of Class B shares previously issued as stock dividends, subject to the following conditions:

1. The Corporation will purchase such Class A and Class B shares through the facilities of The Toronto Stock Exchange in accordance with the rules and policies thereof;
2. The Corporation will report in its quarterly reports, its annual report and its annual information circular the number of such Class A and Class B shares purchased by it in the preceding reporting period, including the average price paid for such shares, and will disclose in its annual information circular its purchase plan for the next ensuing period;
3. The Corporation will disclose in each press release in respect of the dividends its intentions with respect to the purchase of such Class A and Class B shares in the ensuing period;
4. The Corporation will state in its annual information circular that the effect of issuing stock dividends and subsequently purchasing Class A and Class B shares may be to increase the percentage of such shares held by insiders of the Corporation to the extent that the number of shares issued to insiders by way of stock dividend exceeds the number of shares subsequently purchased from insiders;
5. The Corporation will file with the Commission reports as to its purchase of such Class A and Class B shares within the time limits prescribed in the Act for insider trading reports;
6. The Corporation will remain a reporting issuer and will make all filings required by the Act, The Business Corporations Act, R.S.O. 1970, c. 53, as amended, and The Corporations Information Act, R.S.O. 1970, c. 90, as amended, within the prescribed time limits;
7. The aggregate number of Class B shares issued by way of stock dividend does not exceed five per cent annually of the outstanding Class A and Class B shares of the Corporation.

TRU-WALL GROUP LIMITED

Upon the application of Tru-Wall Group Limited (the "Corporation") for an order pursuant to S.79(b)(iii) of The Securities Act, 1978, (the "Act"), exempting the Corporation in part from the requirements of Ss. 77 and 78 of the Act, the Ontario Securities Commission ("Commission") ordered, pursuant to S.79(b)(iii) of the Act, that the time for the Corporation to file with the Commission and send to the holders of its securities (other than debt instruments) audited annual financial statements for the financial year ended May 31, 1979, is extended to December 21, 1979.

SELLERS ACCEPTANCE CORPORATION LIMITED

Upon the application of Sellers Acceptance Corporation Limited for an order exempting it in part from the requirements of S.76 of The Securities Act, 1978, (the "Act"), to prepare and distribute quarterly financial statements, the Ontario Securities Commission ordered, pursuant to the provisions of S.79(b)(iii) of the Act, that Sellers Acceptance Corporation Limited is exempted from preparing and distributing quarterly financial statements to the nineteen security holders in Ontario, subject to the condition that the number of applicant's security holders does not exceed twenty-five.

IN THE MATTER OF THE AMALGAMATION OF
HOME OIL COMPANY LIMITED AND CYGNUS
CORPORATION LIMITED AND THE ISSUE BY THE
CONSUMERS' GAS COMPANY OF ITS REDEEMABLE
PREFERENCE SHARES AND CONVERTIBLE PREFERENCE
SHARES IN CONNECTION WITH SUCH AMALGAMATION

The order made by the Commission under date 27th November, 1979, (the "Order") is amended by deleting the recital lettered as paragraph (b) to the Order and substituting therefor the following:

- "(b) The Securities and Exchange Commission ("SEC") having issued an Order dated November 23, 1979, declaring effective Consumers' Registration Statement filed with the SEC relating to the Amalgamation Transaction".

The Order is in all other respects ratified and confirmed.

YELLOREX MINES LIMITED

Whereas Yellorex Mines Limited (the "Corporation") has made an application to the Ontario Securities Commission (the "Commission") for an order pursuant to S.79(b)(iii) of The Securities Act, 1978, (the "Act") and Commission Policy 3-36 exempting the Corporation from the requirements of Ss. 76 and 78 of the Act, the Director ordered, pursuant to S.79(b)(iii) of the Act, that the Corporation is exempted from filing with the Commission and sending to the holders of its securities interim financial statements so long as no material change occurs in the circumstances of the Corporation.

PROSPECTUSES

CAMEL OIL & GAS LTD.

Final receipt dated December 4, 1979 issued for prospectus dated November 29, 1979 qualifying 2,826,726 common shares. Of the 2,826,726 common shares offered, 1,200,000 will be underwritten on a firm basis at a price of \$5.50 per share and 1,626,726 will not be underwritten but will be issued in exchange for certain interest in petroleum and natural gas rights. Net proceeds from the sale of the underwritten shares, after commission but before expenses of issue, will amount to \$6,171,000.

Underwriters: Pemberton Securities Limited
Walwyn Stodgell Cochran Murray Limited

"NOTHING PERSONAL"

Final receipt dated December 4, 1979 issued for a prospectus dated November 30, 1979 qualifying the distribution on a best efforts basis, of 730 units of undivided ownership in a feature-length motion picture titled "Nothing Personal". Price per unit is \$10,000. The minimum offering is 500 units and will produce net proceeds of \$4,600,000. The maximum offering will realize net proceeds of \$6,716,000.

Selling Agent - National Film Finance Corporation

ONEIDA ENERGY & RESOURCES LIMITED

Final receipt issued December 3, 1979 for prospectus dated November 2, 1979 offering 400,000 shares at a price of \$1.20 per share to the public to net the company an aggregate of \$240,000.

There is also a secondary offering of 160,000 shares to be offered to the public at a price ranging from \$1.50 to \$2.00 per share. The proceeds from the secondary offering will accrue to the selling shareholder and not to the treasury of the company.

Underwriter: Gordon-Daly Grenadier Limited

STROM RESOURCES LTD.

Receipt issued December 5, 1979 for final prospectus dated December 3, 1979 qualifying 4,650,000 shares. Up to 1,565,132 will be offered at \$3.50 per share to net the company a minimum of \$4,924,179 and a maximum of \$5,091,679. 3,084,868 shares will be issued for properties.

Underwriter - Greenshields Incorporated

TORONTO DOMINION MORTGAGE FUND

Final Receipt issued November 30, 1979 for prospectus dated November 29, 1979 qualifying the sale of Mutual Fund Units at their net asset value.

TOTAL PETROLEUM (NORTH AMERICA) LTD.

Final receipt issued December 6, 1979 for prospectus dated December 5, 1979 offering 1,400,000 \$2.88 Cumulative Redeemable Convertible Preferred Shares at the price of \$50.00 per share to net the treasury of the company \$67,305,000.

Underwriters: Pitfield Mackay Ross Limited
Morgan Stanley Canada Limited

TRANSFERS WITHIN ESCROW

<u>Company</u>	<u>From</u>	<u>To</u>	<u>No. of Shares</u>
McFinley Mines Limited	Lake Shore Mines, Limited	Sabina Industries Ltd.	51,500
McFinley Mines Limited	John C. L. Allen Ltd.	Sabina Industries Ltd.	11,000

- PART B -

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

AMENDMENT RECEIVED

NOVEMBER 22nd, 1979

GUILDFORD-CONCORDIA PARTNERSHIP

AMENDMENT NUMBER 1 DATED NOVEMBER 22, 1979 TO PROSPECTUS DATED OCTOBER 5, 1979.

DECEMBER 4, 1979

BLYTHWOOD MINING LIMITED

AMENDMENT NUMBER 2 DATED NOVEMBER 30, 1979 TO PROSPECTUS DATED APRIL 27, 1979.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING
REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION
THEY HAVE CEASED DISTRIBUTION

CAMEL OIL & GAS LTD.

Greenshields Incorporated - December 3, 1979

CANADIAN UTILITIES LIMITED

Notices received from a number of registrants.

DRUMMON McCALL INC.

Bache Halsey Stuart Canada Ltd. - December 3, 1979

FILMPLAN INTERNATIONAL INC.

Pemberton Securities Limited - December 3, 1979

RATHBURN APARTMENT PROJECT

Richardson Securities of Canada - November 30, 1979

TURBO RESOURCES LIMITED

Nesbitt Thomson Securities Limited - November 30, 1979

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

- A ANNUAL FINANCIAL STATEMENTS
- B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
- C INTERIM FINANCIAL STATEMENTS
- D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
- E OTHER REPORTS
- F REPORT OF MATERIAL CHANGE (FORM 27)

AGF JAPAN FUND LIMITED	E
AGF SPECIAL FUND LIMITED	E
ABITIBI-PRICE INC.	E
ACTION TRADERS INC.	C
ADVOCATE MINES LIMITED	C
AGNICO-EAGLE MINES LIMITED	C
AGRA INDUSTRIES LIMITED	E
ALCAN CANADA PRODUCTS LIMITED	E
ALGONQUIN MERCANTILE CORPORATION	C
ALLARCO DEVELOPMENTS LTD.	E
AMAX INC.	C
AMERICAN EXPRESS COMPANY	E
AMERICAN GROWTH FUND LIMITED	E
AMOCO CANADA PETROLEUM COMPANY LTD.	C
ANGLO AMERICAN CORPORATION OF CANADA LIMITED	C
ASAMERA OIL CORPORATION LTD.	C
ATCO LTD.	C E
AUGDOME CORPORATION LIMITED	C
AUTOMOTIVE HARDWARE LIMITED	C
(THE) BANK OF NOVA SCOTIA	E
BAR RESOURCES LIMITED	B
THE BAXTER CANNING CO. LIMITED	A C
BAY MILLS LIMITED	E F
BELL CANADA	E
BLACK PHOTO CORPORATION LIMITED	C E
BLYTHWOOD MINING LIMITED	E
BOMBARDIER INC.	E
BONANZA OIL AND GAS LTD.	E
BONANZA RED LAKE EXPLORATIONS INC.	A B

BRALORNE RESOURCES LIMITED	E
BRAMALEA LIMITED	E
BRASCAN LIMITED	C
BRITISH AMERICAN BANK	C
NOTE COMPANY LIMITED	
BROOKE BOND FOODS LIMITED	E
BURLINGTON PACKAGING LIMITED	C
CAE INDUSTRIES LTD.	E
CAMINDEX MINES LIMITED	A B C
CAMPBELL CHIBOUGAMAU MINES LTD.	E F
CAMPBELL RED LAKE MINES LIMITED	E
CAMPEAU CORPORATION	C E
CANADA DEVELOPMENT CORPORATION	E
CANADA MALTING COMPANY LIMITED	E
CANADA WIRE AND CABLE COMPANY	E
CANADIAN CABLESYSTEMS LIMITED	B F
CANADIAN FOREMOST LTD.	C E
CANADIAN FOUNDATION COMPANY LTD.	E
CANADIAN GAS AND	E
ENERGY FUND LIMITED	
CANADIAN IMPERIAL BANK	A E
OF COMMERCE	
CANADIAN MANOIR INDUSTRIES LIMITED	C
CANADIAN MARCONI COMPANY	E
CANADIAN MERRILL LTD.	C
CANADIAN OCCIDENTAL PETROLEUM LTD.	F
CANADIAN PACIFIC LIMITED	C
CANADIAN SECURITY GROWTH	E
FUND LIMITED	
CANADIAN SUPERIOR OIL LTD.	E
CANADIAN TIRE CORPORATION LIMITED	B C E
CANADIAN UTILITIES LIMITED	E
CANRAY RESOURCES LIMITED	C
CAPITAL GROWTH FUND LIMITED	A
CARAVAN DEVELOPMENT CORPORATION	C
CARMA DEVELOPERS LTD.	E
CAWTHRA APARTMENTS LIMITED	C
CENTRAL PATRICIA GOLD	C
MINES, LIMITED	
CHIB-KAYRAND COPPER	C
MINES LIMITED	
CHIMO GOLD MINES LIMITED	C
CHROMASCO LIMITED	C
CHRYSLER CREDIT CANADA LTD.	C
CHUM LIMITED	A B
CLAIBORNE INDUSTRIES	E
COMAC COMMUNICATIONS LIMITED	C

COMMERCIAL OIL AND GAS LTD.	C
COMTECH GROUP	C
INTERNATIONAL LIMITED	
CONSOLIDATED CANADIAN	C
FARADAY LIMITED	
CONSOLIDATED DURHAM MINES	A B C
AND RESOURCES LIMITED	
CONSOLIDATED RAMBLER MINES	E
LIMITED	
CONSOLIDATED REXPAR MINERALS	C
& CHAEMICALS LTD.	
CONSUMERS DISTRIBUTING	E
COMPANY LIMITED	
CONSUMERS GAS COMPANY	E
CONTINENTAL RESEARCH &	C
DEVELOPMENT LTD.	
CONTROLLED FOODS	C E
INTERNATIONAL LIMITED	
CONWEST EXPLORATION	C
COMPANY LIMITED	
CORBY DISTILLERIES LIMITED	A B
CORPORATE INVESTORS STOCK	E
FUND LIMITED	
CRAIGMONT MINES LIMITED	C
CURRIE ROSE GOLD MINES LIMITED	A B
CYGNUS CORPORATION LIMITED	E
DANIEL DIVERSIFIED LIMITED	E
DATALINE SYSTEMS LIMITED	C
N.M. DAVIS CORPORATION LIMITED	E
DEBHOLD (CANADA) LIMITED	C
DIVERSIFIED CREDIT	A B C
CORPORATION LIMITED	
DOME MINES LIMITED	E
DOMINION BRIDGE COMPANY, LIMITED	E
THE DOW CHEMICAL COMPANY	C
DRUMMOND MCCALL INC.	E
DUNDEE-PALLISER RESOURCES INC.	C
DUSTBANE ENTERPRISES LIMITED	C
DYLEX LIMITED	E
EASTERN PROVINCIAL AIRWAYS	C
LIMITED	
ELECTROHOME LIMITED	C
EMPIRE RESOURCES	E F
EXPLORATIONS LTD.	
ENSEARCH CORPORATION	E
EQUITRUST MORTGAGE AND	C
SAVINGS COMPANY	
ETHYL CORPORATION	E

EXECSIL CORPORATION	E C
EXTENDICARE LTD.	E
FEDERAL INDUSTRIES LTD.	E
FEDERAL TRUSTCO INC.	C E
THE FIDELITY TRUST COMPANY	C
FINANCIAL TRUST MORTGAGE FUND	C
FIRST CITY FINANCIAL	E
CORPORATION LTD.	
FOODEX INC.	C
FORD MOTOR COMPANY OF	E
CANADA LIMITED	
FOUR SEASONS HOTELS LIMITED	C
G & H STEEL INDUSTRIES LIMITED	C
GARBELL HOLDINGS LIMITED	C
GENSTAR LIMITED	C E
GERRARD REALTY INCORPORATED	A B
GETTY OIL COMPANY	E
GLOBAL COMMUNICATIONS LIMITED	E
GOLDALE INVESTMENTS LIMITED	E
GOLDEN BOUNTY MINING	E F
COMPANY LIMITED	
GOLDSEC EXPLORATIONS LIMITED	C
GRAFTON GROUP LIMITED	C
GRAND & TOY LIMITED	C
GRANDAD RESOURCES LIMITED	C
GREAT LAKES POWER	C
CORPORATION LIMITED	
GREY GOOSE CORPORATION LIMITED	E
GREYHOUND COMPUTER OF	C
CANADA LTD.	
GROWTH EQUITY FUND LIMITED	E
GULF CANADA LIMITED	E
GULF & WESTERN INDUSTRIES, INC.	E
M C I HOLDINGS LTD.	E
HARRIS STEEL GROUP INC.	C
HAYES-DANA INC.	E
HEADWAY CORPORATION LIMITED	E
HOME OIL COMPANY LIMITED	E
HOUSE OF BRAEMORE	C
FURNITURE LIMITED	
HUDSON'S BAY OIL AND	E
GAS LIMITED	
HUNTER DOUGLAS CANADA LIMITED	E
HUSKY OIL LTD.	C

I U INTERNATIONAL CORPORATION	E
IMPACT RESOURCES INC.	A B
INDUSTRIAL AMERICAN FUND	A
INDUSTRIAL INCOME FUND	A
INTER-CITY GAS LIMITED	C
INTERNATIONAL MOGUL MINES LIMITED	C
INTERPROVINCIAL PIPE	E
LINE LIMITED	
IVACO LTD.	E
K.T. MINING LIMITED	C
KAISER RESOURCES LTD.	E
KAMLO GOLD MINES LIMITED	C
KAPPA INVESTMENTS LIMITED	A B
KAPS TRANSPORT LTD.	F
KERR-MCGEE CORPORATION	E
KIENA GOLD MINES LIMITED	C
LACANA MINING CORPORATION	F
LAIDLAW TRANSPORTATION LIMITED	E
LASSITER KUMA OILS LTD.	A
LEIGH INSTRUMENTS LIMITED	C E
LEVY INDUSTRIES LIMITED	C
LORD SIMCOE HOTEL LIMITED	F
LUNEL ENTERPRISES INC.	B C
LUSTRE RESOURCES INC.	E
MACMILLAN BLOEDEL LIMITED	E
MAGNASONIC CANADA LTD.	C
MAGNETICS INTERNATIONAL LTD.	C
MANITOU-BARVUE MINES LIMITED	C
MARITIME ELECTRIC COMPANY LIMITED	C
MASSEY-FERGUSON LIMITED	E
MCINTYRE MINES LTD.	E
S. B. MCLAUGHLIN ASSOCIATES LIMITED	E
MERIDIAN CONCEPTS LTD.	C
MERLAND EXPLORATIONS LIMITED	E
METROPOLITAN STORES OF	C
CANADA LIMITED	
MINING GEOPHYSICS COMPANY LIMITED	C
MINNESOTA MINING AND	E
MANUFACTURING COMPANY	
MITEL CORP.	E
MONARCH INVESTMENTS LIMITED	C
MONENCO LIMITED	C
MONTREAL TRUST COMPANY	E
MOUNT KENO MINES LIMITED	A
MULTI-MINERALS LIMITED	F
MURPHY OIL COMPANY LTD.	C

NATIONAL HEES	C
ENTERPRISES LIMITED	
NATIONAL TRUST COMPANY LIMITED	A B E
NEOMAR RESOURCES LIMITED	C E
NEWFOUNDLAND TELEPHONE	E
COMPANY LIMITED	
NEW YORK OILS LIMITED	E
NORANDA MINES LIMITED	E F
NORTH CANADIAN OILS LIMITED	C
NORTHERN TELECOM LIMITED	C
NORTHWEST SPORTS	A B
ENTERPRISES LTD.	
NOVA SCOTIA SAVINGS	E
& LOAN COMPANY	
OCELOT INDUSTRIES LTD.	C E
ORION CAPITAL CORPORATION	E
OSLER BLUFF SKI CLUB LIMITED	C
OXFORD DEVELOPMENT GROUP LIMITED	C E
PAGURIAN CORPORATION LIMITED	C
PAN-CANADIAN PETROLEUM LIMITED	E
PANCONTINENTAL MINING LTD.	E
H. PAULIN & CO. LIMITED	C
PE BEN OILFIELD SERVICES LTD.	C E
PENSEC EXPLORATIONS INC.	C
PHAETON EXPLORATION LIMITED	E
PLANNED RESOURCES FUND LTD.	C
POLYSAR LIMITED	C
POP SHOPPES INTERNATIONAL	E
PORTFIELD PETROLEUMS LIMITED	C
PRAIRIE OIL ROYALTIES	C
COMPANY LIMITED	
PREMIER CABLEVISION LIMITED	E
PRENOR GROUP LTD.	C
PRONTO EXPLORATIONS LIMITED	E
PUBLIC SERVICE ELECTRIC	E
AND GAS COMPANY	
Q.M.G. HOLDINGS INC.	F
RAM PETROLEUMS LIMITED	C E
RANGECO OIL AND GAS LTD.	E
RANGER OIL (CANADA) LIMITED	E
RAYLLOYD MINES &	C
EXPLORATIONS LIMITED	
RESOLUTE PETROLEUMS LIMITED	C
REVELSTOKE COMPANIES LTD.	C
REVENUE PROPERTIES	C
COMPANY LIMITED	

RICHGROUP YELLOWKNIFE	C
MINES LIMITED	
ROYAL BANK OF CANADA	E
RUPERTSLAND RESOURCES CO. LTD.	E
HUGH RUSSEL INC.	C E
ST.MARY'S EXPLORATIONS LIMITED	C
SANDWELL AND COMPANY LIMITED	A
SCOTTS RESTAURANTS CO. LIMITED	E
SCUDDER SPECIAL FUND INC.	A
THE SEAGRAM COMPANY LTD.	E
SHAWNEE PETROLEUMS LIMITED	C
SHERITT GORDON MINES LIMITED	E
SIGMA MINES (QUEBEC) LIMITED	E
SILVERMAQUE MINING LIMITED	E
SILVERSIDE RESOURCES LIMITED	C E
SIMCOE ERIE INVESTORS LIMITED	C
SONOR INVESTMENTS LIMITED	C
SPAR AEROSPACE LIMITED	C
SPOONER MINES AND OILS LIMITED	A B C
STANDARD INDUSTRIES LTD.	E
STANFORD MINES LIMITED	C
STEINBERG INC.	C
STERLING TRUST CORPORATION	C
STRATHEARN HOUSE	C D
GROUP LIMITED	
SUMTRA DIVERSIFIED INC.	A B
SUNCOR INC.	E
SUPERIOR OIL COMPANY	E
TALCORP ASSOCIATES LIMITED	E
TECK CORPORATION	E
TENNECO INC.	C
TEXASGULF INC.	E
TONECRAFT LIMITED	E
TOROMONT INDUSTRIES LTD.	E
TORONTO-DOMINION BANK	A E
TOTAL PETROLEUM	E F
(NORTH AMERICA) LTD.	
TRANS CANADA GLASS LTD.	C
TRANS-WESTERN EXPLORATIONS INC.	C
TRIMAC LIMITED	C F
TRINITY RESOURCES LTD.	E
TRIZEC CORPORATION LTD.	E
ULSTER PETROLEUMS LTD.	C
UNICORP FINANCIAL CORPORATION	C
UNION CARBIDE	C
CANADA LIMITED	

UNITED ASBESTOS INC.	E
UNITED MACFIE MINES LIMITED	E
UNITED SISCOE MINES LTD.	C E
UNITED TIRE & RUBBER CO. LIMITED	C E F
UNITED WESTBURNE	C
INDUSTRIES LIMITED	
V S SERVICES LTD.	E
WAINOCO OIL CORPORATION	E
WARDAIR INTERNATIONAL LTD.	C
WARDEAN DRILLING CO. LIMITED	A B
WESTBURNE INTERNATIONAL	E
INDUSTRIES LTD.	
WESTERN MINES LIMITED	C E
WESTFIELD MINERALS LIMITED	C
WHITE STAR COPPER MINES LIMITED	A B
YORKSHIRE COPPER MINES LIMITED	E
YORKSHIRE RESOURCES LIMITED	C E
YVANEX DEVELOPMENTS LIMITED	C
ZAPATA CORPORATION	E

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 19 SHCEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 28, 1979	Voyager Explorations Limited	Silverside Resources Inc. - Common Shares	.25	100,000 shrs
Nov. 28, 1979	Temco Mines Limited	"	.25	100,000 "
Nov. 28, 1979	Madsen Red Lake Mines Limited	"	.25	55,000 "
Nov. 28, 1979	A. D. Hellens	"	.25	50,000 "
Nov. 28, 1979	Rayrock Resources Limited	"	.25	50,000 "
Nov. 28, 1979	R. D. McCloskey	"	.25	20,000 "
Nov. 20, 1979	John Sullivan	Green Acres - Units	48,430.33	1 unit
Nov. 20, 1979	Isadore Nash	"	48,430.33	2 units
Nov. 20, 1979	Dr. David B. Fraser	"	48,430.33	2 "
Nov. 20, 1979	Dr. Alistair Slowey	"	48,430.33	2 "
Nov. 20, 1979	Dr. Neil McDonald	"	48,430.33	4 "
Nov. 20, 1979	John Earle	"	48,430.33	3 "
Nov. 20, 1979	James Alan Long	"	48,430 33	2 "
Nov. 20, 1979	Dr. M. W. Ansari	"	48,430.33	1 "

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 20, 1979	Jack Stein	Green Acres - Units	\$ 48,430.33	1 unit
Nov. 20, 1979	Dr. Paul McCleary	"	48,430.33	8 units
Nov. 20, 1979	Terry Swaine	"	48,430.33	2 "
Nov. 20, 1979	Brian Bassil	"	48,430.33	2 "
Nov. 20, 1979	Gerald Suess	"	48,430.33	1 "
Nov. 20, 1979	William H. Strang	"	48,430.33	1 "
Nov. 20, 1979	Philip Gerald Givens	"	48,430.33	1 "
Nov. 14, 1979		Trizec Corporation Ltd. - Preferred Shares Series AA	100.00	25,000 shrs
Dec. 3, 1979	Roman Corporation Limited	Temagami Oil & Gas Ltd. and Temagami Oil & Gas Inc. - Joint and Several Convertible Debenture	5,000,000.00	\$5,000,000.00
Dec. 4, 1979	Co-operators Insurance Association	Hudson's Bay Company - Variable Rate Cumulative Redeemable Preferred Shares Series C	25.00	20,000 shrs
Dec. 4, 1979	Central and Eastern Trust Company Acct. 2000	"	25.00	200,000 "
Dec. 4, 1979	Co-operative Fire and Casualty Company	"	25.00	32,000 "
Dec. 4, 1979	Gee & Co.	"	25.00	50,000 "

THE COMMODITY FUTURES ACT, 1978

SUITABILITY STANDARDS

TRADING IN CONTRACTS ENTERED INTO
ON OFFSHORE EXCHANGES

The Commodity Futures Act prohibits registrants from dealing with speculators in any commodity futures contract to be entered into on an exchange outside Ontario unless the contract is traded on an exchange recognized by the Commission and the contract itself is accepted by the Director. The Act sets out a number of guidelines to be taken into account in the decision preceding recognition of an exchange or acceptance of a contract. These guidelines recognize the great complexity of the commodity futures markets and the importance of appropriate controls to ensure an orderly marketplace. In policy terms, the legislation indicates that speculators in the province ought not to trade on exchanges that lack such controls. The recognition procedure in no way reflects an attempt by Ontario to exercise any control over non-Ontario exchanges. The purpose of the procedure is, rather, to provide the Commission with information to enable it to assess whether Ontario residents will be adequately protected if they speculate on the non-Ontario exchange. Further, the Act contemplates that recognized exchanges will provide the Commission with certain information on a continuing basis - as to by-law changes, amendments to contract terms, new contracts and similar matters.

While this approach seems reasonable, practical experience has indicated that it is probably not workable. To date, the Commission has formally recognized only one exchange, The Winnipeg Commodity Exchange. No other exchange outside Ontario has formally applied.

Rather than force this issue, and in recognition of the quality of the regulations applied in the United States, the Commission adopted an order exempting CFTC-designated contract markets from our recognition requirement. But this leaves the offshore exchanges. Currently, registrants are prohibited from implementing transactions for speculators on these exchanges. This is a regrettable result which can sometimes do actual harm. For example, the Commission understands that some Ontario speculators were caught with short positions during the recent increases in prices of certain metal futures contracts. They were unable to cover in the United States because the market had moved the limit on the day when they wished to do so. They might have wished to cover in London, or, more precisely, to effect an inter-market straddle there, since London does not have a limit move rule. However, the requirements of the Act precluded this.

The Commission is currently considering an extension of the recognition exemption to include offshore exchanges, but our proposal would be premised on adoption of an amendment we propose to recommend to the regulations that would tighten the suitability requirements. Specifically, the amendment would require the registrant to take into account the market on which the transactions are to occur, in assessing suitability. This regulation would be amplified by a policy statement to be published in the near future elaborating on the application of suitability requirements. It should be noted that only registered futures commission merchants would be permitted to trade offshore on behalf of speculators; introducing brokers would continue to be restricted to CFTC-designated markets and to the Winnipeg Commodity Exchange and any other exchange formally recognized by the Commission.

Attached as Schedule "A" is a draft of the proposed amendment to the regulations and as Schedule "B" the form of exempting order that the Commission is considering. Comments on both are invited and should be submitted to the Secretary of the Commission by 18 January 1980.

SCHEDULE "A"

28--(1) For the purposes of subsection 2 of section 27, but without limiting the requirements of that subsection and subject to subsection 4, each dealer, commodity trading counsel and commodity trading manager shall, before accepting an account, make such enquiries as,

(a) will enable it to establish the identity and, where applicable,

(i) the credit worthiness of each customer in accordance with guidelines established by the registrant; and

(ii) the reputation of the customer if information known to the registrant causes doubt as to whether the customer is of good reputation; and

(b) subject to subsection 2, are appropriate in view of the nature of the markets in which the customer intends to trade and the scale of trading he intends, as to the general financial needs and objectives of each customer and the suitability of trading in those markets and on that scale for that customer.

(1a) Subject to subsection 2, every dealer, commodity trading counsel and commodity trading manager shall, as frequently as is appropriate in view of the particular financial circumstances of the customer, obtain, by direct enquiry of the customer or by other means, confirmation of the continued accuracy of information previously obtained pursuant to clause b of subsection 1.

(2) Clause b of subsection 1 and subsection 1a do not apply to a dealer who executes a trade on the instructions of a commodity trading manager, another dealer, an adviser registered under The Securities Act, or a financial institution.

- a. a partner, officer, director, employee or security holder of a dealer,
- b. an associate of the individuals referred to in paragraph a, or
- c. an affiliate of a dealer,

but the dealer shall not have responsibility for determining the suitability of any trade for the customer.



DRAFT

Ontario
Securities
Commission

416/963-

10 Wellesley Street East
Toronto, Ontario
M7A 2H7

IN THE MATTER OF THE COMMODITY FUTURES ACT
S.O. 1978, CHAPTER 48

AND

IN THE MATTER OF THE SECURITIES ACT
S.O. 1978, CHAPTER 47

AND

IN THE MATTER OF TRADING IN COMMODITY FUTURES CONTRACTS
AND COMMODITY FUTURES OPTIONS ENTERED INTO ON COMMODITY
FUTURES EXCHANGES SITUATE OUTSIDE CANADA OTHER THAN
COMMODITY FUTURES EXCHANGES IN THE UNITED STATES OF AMERICA.

ORDER

(Section 38, The Commodity Futures Act)
(Section 73, The Securities Act)

WHEREAS application has been made by
.....(the "Applicants") under section 38 of The
Commodity Futures Act, S.O. 1978, c. 48 for an order that
trades in commodity futures contracts or commodity futures
options ("contracts") entered into on commodity futures
exchanges situate outside Canada other than commodity
futures exchanges in the United States of America
regulated by the Commodity Futures Trading Commission (The
"Offshore Exchanges") not be subject to section 33 of
The Commodity Futures Act;

AND WHEREAS since by virtue of section 1(1)
40.xvi of The Securities Act, S.O. 1978, c. 47, the
effect of the Commission not having recognized the Offshore
Exchange under section 34 of The Commodity Futures Act
and of the Director not accepting the form of contracts
traded thereon under section 36 of The Commodity Futures
Act would be that the subject contracts would be securities
under The Securities Act and trades in them would be
subject to sections 24 and 52 of The Securities Act,
application has also been made by the Applicants under
section 73 of The Securities Act for an order that trades
in such contracts not be subject to section 24 or section
52 of The Securities Act;

- (1) enquiries by dealers or advisers into the suitability for a customer of trading in contracts must take into account the nature of the markets in, and the scale on, which the customer intends to trade and must establish, as well as the general financial needs and objectives of each customer, the suitability of trading in those markets and on that scale for that customer;
- (2) the dealer or adviser shall, as frequently as appropriate in view of the particular financial circumstances of the customer, confirm the continued accuracy of information previously obtained to establish suitability of trading for a customer;

AND WHEREAS the Commission has instructed its staff to monitor closely compliance with the suitability requirements set out in the regulations to the Act and The Toronto Stock Exchange and the Investment Dealers Association have undertaken to closely monitor compliance with the equivalent suitability requirements set out in their By-laws and Regulations;

AND WHEREAS the Commission is satisfied that to do so will not be prejudicial to the public interest;

IT IS ORDERED that trades by and with registered futures commission merchants in contracts to be entered into on Offshore Exchanges not be subject to section 33 of The Commodity Futures Act, or to sections 24 or 52 of The Securities Act but the Commission may, where in its opinion to do so would be in the public interest, make an order on such terms and conditions as it may impose revoking or varying this order as it pertains to any Offshore Exchange or to any contract.

DATED at Toronto, this day of , 1980.

DIRECTORS' REPORT

The directors' report on financial statements, sometimes referred to as the management report, is a recent development in financial reporting that has been used in some annual reports published during the last two years. In April 1978, the report of the Canadian Institute of Chartered Accountants Special Committee to Examine the Role of the Auditor (the "Adams Report") recommended the use of a "management report" that should acknowledge responsibility of management for all representations in the annual report and should state that the board of directors has approved the whole annual report, not just the financial statements.

Presently existing requirements for reporting issuers provide that financial statements be approved by two directors on behalf of the board and for the auditor of the issuer to report on the annual financial statements. Nevertheless, there may be an erroneous assumption that the financial statements are prepared by the auditor rather than by management. The auditor adds credibility to the financial statements through his independent review of management's discharge of its responsibilities.

Given these considerations, the Canadian Securities Administrators have agreed to encourage reporting issuers to include in annual reports to security holders the "management report" recommended by the Adams Report. Such a "management report" should include, at a minimum, a statement that the board of directors has approved all of the information in the annual report, that the accompanying financial statements have been prepared by management in conformity with generally accepted accounting principles, that the principles used were those judged by management to be most appropriate for the reporting issuer, and that the financial information included elsewhere in the annual report is consistent with the financial statements. This directors' report (or "management report") should accompany, but not be a part of, the financial statements.

The Administrators request comment on the perceived problems in preparing and publishing management reports as a basis for further discussion at the next Canadian Securities Administrators meeting in May, 1980. Ontario subscribers may address their comments, preferably before February 29, 1980, to:

The Secretary,
Ontario Securities Commission,
10 Wellesley Street East,
Toronto, Ontario,
M7A 2H7.

ISSN 0030-3100



10 Wellesley Street East

Toronto, Ontario

M7A 2H7

ONTARIO SECURITIES COMMISSION

W E E K L Y S U M M A R Y

WEEK ENDING 14TH DECEMBER, 1979

THE NEXT ISSUE OF THE WEEKLY SUMMARY WILL BE PUBLISHED ON FRIDAY, 28TH DECEMBER, 1979, DUE TO THE CHRISTMAS HOLIDAYS IN THE INTERVENING PERIOD.

THE COMMISSION TAKES THIS OPPORTUNITY OF WISHING YOU THE COMPLIMENTS OF THE SEASON AND A HAPPY NEW YEAR.

WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

- | | |
|------------------|---|
| NOTICE I | ONTARIO OVER-THE-COUNTER MARKET
SUMMARY OF SHARES TRADED
NOVEMBER 1979 |
| SUPPLEMENT "X" | REQUEST FOR COMMENT
RE: PROPOSED CHANGE IN POLICY TO PERMIT
PUBLICATION OF OVER-THE-COUNTER TRADING
REPORTS FOR SOME NON REPORTING ISSUERS |
| SUPPLEMENT "X-1" | SALE OF INTERESTS OR PARTICIPATIONS IN
MORTGAGES, "PARTICIPATION AGREEMENTS"
AS INVESTMENT CONTRACTS - IN THE MATTER
OF GREYMAC MORTGAGE CORPORATION |
| SUPPLEMENT "X-2" | DRAFT REGULATION TO AMEND ONTARIO
REGULATION 478/79 MADE UNDER THE
SECURITIES ACT, 1978 |
| SUPPLEMENT "X-3" | RE: DISTRIBUTION OF SECURITIES BY WAY
OF DIVIDEND IN SPECIE |
| SUPPLEMENT "X-4" | REPRODUCTION OF BILL 156 IN THE WEEKLY
SUMMARY FOR NOVEMBER 30TH, 1979 |

NOTICE I

ONTARIO OVER-THE-COUNTER MARKET
SUMMARY OF SHARES TRADED

	MONTH OF NOVEMBER		YEAR-TO-DATE	
	1979	1978	1979	1978
INDUSTRIAL	874,021	909,103	14,705,631	15,428,354
MINING	11,459,609	6,026,912	120,857,899	88,006,993
OIL & GAS	2,011,420	382,232	16,720,618	7,022,046
	14,345,050	7,318,247	152,284,148	110,457,393

The dollar value for the foregoing trading is not available.

CEASE TRADING ORDERS

CANADIAN OCCIDENTAL PETROLEUM LTD.

At the request of Canadian Occidental Petroleum Ltd. (the "Company"), pending a news release, the Ontario Securities Commission ordered that all trading in the securities of the Company shall cease for a period of fifteen days from 14th December, 1979, unless this order is sooner rescinded.

CON QUEST EXPLORATION LTD.

The cease trading order dated 28th November, 1979, was continued 12th December, 1979, pending the company complying with Part XVII of The Securities Act, 1978.

SASKURAN EXPLORATIONS INC.

The cease trading order dated 3rd October, 1979, and continued 17th October, 1979, was rescinded 12th December, 1979, the company being now up-to-date with its filings.

WARDEAN DRILLING CO. LIMITED

The cease trading order dated 19th November, 1979, and continued 3rd December, 1979, was rescinded 14th December, 1979, the company being now up-to-date with its filings.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

B.T. CAPITAL SERVICES LTD. -
LES SERVICES DE CAPITAUX B.T. LTEE

The Commission renewed the exemption under S.34(1)4 of The Securities Act, 1978, for the ensuing twelve months.

FINANCIAL TRUST MORTGAGE FUND

On application under S.61 of The Securities Act, 1978, by Financial Trust Mortgage Fund (the "Fund"), the Ontario Securities Commission ordered that the time for the Fund to -

1. File a prospectus is extended to 31st December, 1979;
2. Obtain a receipt for the prospectus is extended to twenty days following 31st December, 1979

provided that:

- (a) The Fund notify purchasers, who bought between 20th October, 1979, and the date a receipt is obtained for the 31st December, 1979, prospectus, of their rights of cancellation under S.61(4);
- (b) The Fund cease distribution to the public until a receipt is issued for a final prospectus.

HCI HOLDINGS LTD.

The Commission renewed the exemption under S.34(1)4 of The Securities Act, 1978, for the ensuing twelve months.

IAC LIMITED

Upon the application of IAC Limited (the "Corporation") to the Ontario Securities Commission (the "Commission"), for an order pursuant to S.79(b)(iii) of The Securities Act, 1978, (the "Act") exempting the Corporation from filing with the Commission and distributing to the holders of its securities an interim financial statement for the nine-month period ended 30th September, 1979;

And upon the Corporation having made the following representations:

1. As a consequence of a change in the Corporation's financial year end from December 31 to October 31 of each year, the Corporation is currently preparing audited financial statements for the ten-month period ended October 31, 1979;
2. The Corporation will file with the Commission and send to its shareholders on or before February 5, 1980, the said audited financial statements;
3. The Corporation will file with the Commission and send to its shareholders on or before December 31, 1979, an unaudited interim financial statement for the three-month period ended October 31, 1979;

AND UPON the Commission, in reliance on the above representations, having formed the opinion that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act that the Corporation be and is exempted from filing with the Commission and sending to the holders of its securities an interim financial statement for the nine-month period ended September 30, 1979.

LASSITER KUMA OILS LTD.

ON application under Section 73 of The Securities Act, 1978 (the "Act") by Polled Cattle Corporation Ltd. (the "Applicant"), the Ontario Securities Commission ("Commission") ruled that the sale (the "Proposed Trade") by the Applicant through the facilities of the Toronto Stock Exchange (the "T.S.E.") of 37,482 shares of Lassiter Kuma Oils Limited (the "Issuer") is not subject to Section 24 or Section 52 of the Act, all subject to the conditions that:

1. The Issuer's common shares shall have been listed and posted for trading on the T.S.E. for at least eighteen months prior to the Proposed Trade;
2. The Issuer shall not be in default of any requirement of the Act as of the date of commencement of the Proposed Trade and throughout the period of time during which it is proposed to execute the Proposed Trade;

3. The Applicant shall file with the Commission and the T.S.E. at least seven days and not more than fourteen days prior to the Proposed Trade,
 - (a) a Notice of Intention to sell substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Act, and
 - (b) a Declaration, Undertaking and Certificate substantially in the form of Form 23 prescribed by Section 56 of the Regulations under the Actsigned by the Applicant or the Applicant's attorney duly appointed;
4. The Proposed Trade shall be conducted through the facilities of the T.S.E. in accordance with that exchange's orderly marketing requirements and the Applicant and the Issuer shall provide that exchange with such information respecting the Proposed Trade as that exchange may from time-to-time require in addition to information provided pursuant to the requirements of Form 23.

IN THE MATTER OF A FEATURE LENGTH MOTION
PICTURE FILM ENTITLED "TRAIN OF TERROR"

UPON the application of counsel on behalf of Triple T Productions (Astral) Ltd. under Section 73 of The Securities Act, S.O. 1978, C.47 the Ontario Securities Commission ruled that trades resulting from the offer of units of co-ownership in a feature length motion picture film provisionally entitled "Train to Terror" pursuant to this ruling shall not be subject to Section 24 or Section 52 of The Securities Act, S.O. 1978, C.47 on the following terms and conditions:

1. That solicitation of prospective purchasers and sales of units shall be made only by Triple T Productions (Astral) Ltd.
2. That solicitations shall be made to not more than a total of seventy-five prospective purchasers provided that direct solicitations of or negotiations with a purchaser (i) with a view to affecting a trade within the meaning only of Sections 71(1)(a), 71(1)(c), 71(1)(d) or 72(1)(d) of The Securities Act, S.O. 1978, C.47 or (ii) which result in purchases in reliance on such sections, shall not be included in the seventy-five prospective purchasers referred to herein.

3. That sales shall be made to not more than a total of fifty purchasers in respect to all units sold pursuant to this ruling.
4. That each unit shall be purchased for consideration of not less than \$27,000 and no purchaser shall purchase less than one whole unit.
5. That all of the purchases shall be completed within a period of six months of the first purchase.
6. That each purchaser shall have access to substantially the same information concerning "Train to Terror" that a prospectus would provide and represents to the issuer that he is an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a registered adviser or a registered dealer, is able to evaluate the investment on the basis of the information respecting it presented to him.
7. That the offer and sale of units shall not be accompanied by an advertisement and no selling or promotional expenses shall be incurred in connection therewith except for professional services or for services performed by a registered dealer.

AND IT IS RULED that Sections 71(3), 71(4) and 143(2) of The Securities Act, S.O. 1978, C.47 and Section 20 of the Regulations under said Act shall apply to the offer and sale of said units as if they were being offered and sold pursuant to Section 71(1)(p) of The Securities Act, S.O. 1978, C.47.

NORGOLD MINES LIMITED

The above noted corporation was revived by order dated October 30, 1979.

The cease trading order issued by the Commission on July 23, 1974 continues in full force and effect

PALANGIO-LARDER MINES LIMITED

The above noted corporation was revived by order dated October 16, 1979.

The cease trading order issued by the Commission on September 30, 1976 continues in full force and effect.

PROSPECTUSES

ENERGY & PRECIOUS METALS INC.

Receipt issued December 10, 1979 for a final prospectus dated December 5, 1979 qualifying the distribution, on a best efforts basis, of 497,500 Common Shares at a price of \$10.00 per share to provide aggregate net proceeds to the Company of \$4,850,625. The Company intends to obtain registration as a Small Business Development Corporation and must do so within sixty days. Selling Agent: R. A. Daly & Company Limited

55 FALBY COURT

Final Receipt issued December 6, 1979 for prospectus dated December 5, 1979 qualifying the sale of 100 units of Undivided Interest in 55 Falby Court. Price \$17,000 per unit. Sales Agent: Richardson Securities of Canada

ONTARIO TEACHERS' MORTGAGE FUND

Preliminary prospectus dated June 27, 1979 withdrawn at the request of the Fund.

PAGEBROOK GULF STREET PARTNERSHIP

Final Receipt issued December 6, 1979 for prospectus dated December 5, 1979 qualifying the sale of 180 Limited Partnership Units at \$10,000 per unit. Agent: Pagebrook Securities Inc.

PALOMA PETROLEUM LTD.

Final Receipt issued December 10, 1979 for prospectus dated December 7, 1979 qualifying the sale of 1,200,000 common shares at \$6.25 per share. Underwriter: Merrill Lynch, Royal Securities Limited

PRUDENTIAL PLACE APARTMENT PROJECT

Receipt issued December 10, 1979 for final prospectus dated December 5, 1979 qualifying units of ownership in two apartment buildings. There will be a minimum offering of 415 units and a maximum offering of 465 units at \$10,000 per unit to net A. E. LePage (Ontario) Ltd. a minimum of \$4,150,000 and a maximum of \$4,650,000. The cash portion is payable either entirely in full or by a down payment of \$1,250 and the balance by way of a promissory note with interest at 12% and payable in installments on December 31, in the years 1980 to 1984. In addition to the \$10,000, each purchaser will assume, for each unit, not more than a \$28,518 aggregate principal obligation under two first mortgages.

Distributor - A. E. LePage Investment & Professional Services Company

SAVINGS AND INVESTMENT AMERICAN FUND LTD.

Final Receipt issued December 7, 1979 for prospectus dated November 16, 1979 qualifying the sale of mutual fund shares at the net asset value per share plus a commission.
Distributors: Savings and Investment Services Ltd.
Savings and Investment Trust

TUNDRA GOLD MINES LIMITED

Final receipt issued December 6, 1979 for prospectus dated October 25, 1979 offering up to 750,000 common shares at the price of \$1.15 per share through registered dealers.

"YOUR TICKET IS NO LONGER VALID"

Receipt issued December 10, 1979 for final prospectus dated December 4, 1979 qualifying 1,005 film units to be offered at \$5,000 per unit. There will be a minimum of 100 units and a maximum of 1,005 units offered to net respectively either \$455,000 or \$4,572,750. The subscription price of \$5,000 is payable either \$5,000 in cash or a minimum of \$1,000 plus a maximum of \$4,000 by a promissory note bearing interest rate of 1% over the Minimum Lending Rate of the Company's bankers and due not later than October 31, 1983.
Selling Agents: Levesque Beaubien Inc.
Tasse & Associates Limited

RIGHTS OFFERINGS

BONANZA OIL & GAS LTD.

Material satisfactory to the Commission has been received in connection with a rights offering of one right for each Common Share held; five rights and \$6.25 are required to subscribe for each Common Share.

McINTYRE MINES LIMITED

Material acceptable to the Ontario Securities Commission has been filed in respect of a rights offering by McIntyre Mines Limited described in a Securities Exchange Commission Registration Statement that became effective December 11, 1979.

PANCONTINENTAL MINING LIMITED

Material acceptable to the Commission has been received relating to a rights offering.

PROSPECTING SYNDICATE

BALLARD LAKE EXPLORATIONS, 1979

Receipt for Prospecting Syndicate Agreement dated December 1, 1979 relating to the units of the above Prospecting Syndicate issued pursuant to subsection 2 of section 50 of the Act.

TRANSFERS WITHIN ESCROW

<u>Company</u>	<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Augdome Corporation Limited	Dura Investments Limited	The Estate of Nellie Murray	428,664
Nahanni Mines Limited	Amax Petroleum of Canada Limited	J. A. Harquail	63,450
Satellite Metal Mines Limited	International Mogul Mines Limited	Coniagas Mines Limited	45,000

- PART B -

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED

DECEMBER 13th, 1979

GOLDMAC EXPLORATIONS INC.

OFFERING 750,000 UNDERWRITTEN COMMON SHARES WITHOUT PAR VALUE.

UNDERWRITERS: DURHAM SECURITIES CORPORATION LIMITED
NORWICH INVESTMENTS LIMITED

SECONDARY OFFERING: 315,000 COMMON SHARES WITHOUT PAR VALUE.

HAYES-DANA INC.

NATIONAL ISSUE - ONTARIO

OFFERING SERIES A DEBENTURES.

UNDERWRITERS: WOOD GUNDY LIMITED
MCLEOD YOUNG WEIR LIMITED

AMENDMENTS RECEIVED

DECEMBER 12th, 1979

"PROPER CHANNELS"

AMENDMENT #1 DATED DECEMBER 11, 1979 TO PROSPECTUS DATED NOVEMBER 13, 1979.

DECEMBER 13th, 1979

UNIVERSAL SAVINGS EQUITY FUND LIMITED

NATIONAL ISSUE - ONTARIO

AMENDMENT #1 DATED NOVEMBER 30, 1979 TO PROSPECTUS DATED AUGUST 9, 1979.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION THEY HAVE CEASED DISTRIBUTION

CAMEL OIL & GAS LTD.

Bache Halsey Stuart Canada Ltd.	- December 10, 1979
Midland Doherty Limited	- December 10, 1979
Richardson Securities of Canada	- December 11, 1979

CANADIAN NATURAL RESOURCES LIMITED

Dominion Securities Limited	- December 5, 1979
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CANADIAN OCCIDENTAL PETROLEUM LTD.

Notices received from a number of registrants.

CANADIAN UTILITIES LIMITED

A. E. Ames & Co. Limited	- December 6, 1979
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COSTAIN LIMITED

Dominion Securities Limited	- October 15, 1979
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DAON DEVELOPMENT CORPORATION

Dominion Securities Limited	- October 10, 1979
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DRUMMOND McCALL INC.

Notices received from a number of registrants.

THE T. EATON ACCEPTANCE CO. LIMITED

Dominion Securities Limited	- October 9, 1979
Pope & Company	- December 5, 1979

FIRST CANADIAN INVESTMENTS LIMITED

Pope & Company	- December 5, 1979
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GASCOM OILS LTD.

Dominion Securities Limited	- October 12, 1979
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GUILDFORD-CONCORDIA PARTNERSHIP

Marchmor Investments Limited	- December 11, 1979
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JOHN LABATT LIMITED

Pope & Company	- December 5, 1979
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LAIDLAW TRANSPORTATION LIMITED

Dominion Securities Limited - October 10, 1979

OMEGA HYDROCARBONS LTD.

Dominion Securities Limited - October 19, 1979

SIMCOE ERIE INVESTORS LIMITED

Walwyn Stodgell Cochran Murray Ltd. - December 10, 1979

Midland Doherty Limited - December 10, 1979

STROM RESOURCES LTD.

Burns Fry Limited - December 7, 1979

TOTAL PETROLEUM (NORTH AMERICA) LTD.

R. A. Daly & Company Limited - December 7, 1979

A. E. Osler, Wills, Bickle Limited - December 11, 1979

Bache Halsey Stuart Canada Ltd. - December 10, 1979

TUNDRA GOLD MINES LTD.

Richardson Securities of Canada - December 11, 1979

TURBO RESOURCES LIMITED

Dominion Securities Limited - November 21, 1979

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

- A ANNUAL FINANCIAL STATEMENTS
- B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
- C INTERIM FINANCIAL STATEMENTS
- D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
- E OTHER REPORTS
- F REPORT OF MATERIAL CHANGE (FORM 27)

AIKEN-RUSSET RED MINES LIMITED	F
ALBERTA GAS TRUNK LINE	E
COMPANY LIMITED	
ALGOMA CENTRAL RAILWAY	E
AME LIMITED	A
ANGLO-PERMANENT CORPORATE	E
HOLDINGS LIMITED	
ANTHES IMPERIAL LIMITED	C
ARGOSY MINING CORPORATION LIMITED	C
B P CANADA INC.	E
BANK OF MONTREAL	B
BASIC RESOURCES INTERNATIONAL S.A.	E
BEAVER LUMBER ACCEPTANCE	C E
CORPORATION LIMITED	
BIJOU MINES & OILS LIMITED	B
BLACK HAWK MINING LTD.	C
BLYTHWOOD MINING LIMITED	C
BOMBARDIER INC.	C
BONANZA OIL & GAS LTD.	C
BOW VALLEY INDUSTRIES LTD.	C
BRASCAN LIMITED	E
BRINCO OIL & GAS LIMITED	E
BRITISH COLUMBIA	E F
FOREST PRODUCTS LIMITED	
C. B. C. CAPITAL LTD.	A B
CAMFLO MINES LTD.	C E
CAMPEAU CORPORATION	E
CANADIAN CABLESYSTEMS LIMITED	E F
CANADIAN OCCIDENTAL	E
PETROLEUM LTD.	

CANADIAN PACIFIC INVESTMENTS LIMITED	E
CANDEL OIL LIMITED	C
CAN PROSPECT (INT.)	A
CANSHORE EXPLORATION LIMITED	C
CARMA DEVELOPERS LTD.	E
CASSIAR ASBESTOS COMPANY LIMITED	E
CELANESE CANADA INC.	E
CHAMBERS ACCEPTANCE LIMITED	C
CHANCELLOR ENERGY RESOURCES INC.	E
CHARRIOT RESOURCES LIMITED	E
CHIEFTAIN DEVELOPMENT CO. LTD.	E
CLAIRBORNE INDUSTRIES LIMITED	E
COMAPLEX RESOURCES INTERNATIONAL LTD.	C
COMMERCIAL OIL AND GAS LTD.	E
CONSOLIDATED COPPER-LODE DEVELOPMENTS INC.	F
(THE) CONSUMERS' GAS COMPANY	E F
CONTINENTAL RESEARCH & DEVELOPMENT LTD.	E
COPCONDA RESOURCES INC.	E
COPP CLARK LIMITED	B
COURVAN MINING COMPANY LIMITED	E
CUVIER MINES	E
CYGNUS CORPORATION LIMITED	F
DALE-ROSS HOLDINGS LIMITED	C
D'ELDONA GOLD MINES LIMITED	C
DIGITECH LTD.	C
DISTRICT TRUST COMPANY	E
DOME PETROLEUM LIMITED	E
DOMINION CITRUS & DRUGS LTD.	C
DOMINION-SCOTTISH INVESTMENTS LIMITED	A B
DUPORT MINING COMPANY LIMITED	A B
DYLEX LIMITED	C
EAST SULLIVAN MINES LIMITED	E
ELKS STORES LIMITED	C
FALCONBRIDGE NICKEL MINES LIMITED	E
FOOTHILLS PIPE LINES (YUKON) LTD.	E
FORT NORMAN EXPLORATIONS INC.	E
FRANCANA OIL AND GAS LTD.	E

GASCOME OILS LTD.	E
GENERAL AMERICAN OIL	C
COMPANY OF TEXAS	
GENERAL PUBLIC UTILITIES	C
CORPORATION	
GENSTAR LTD.	E
GLOBAL MARINE INC.	C
GLOBE REALTY LIMITED	A
GOLDALE INVESTMENTS LIMITED	E
GOLDFUND LTD.	C
GOWGANDA SILVER	E
MINES LIMITED	
GRANDMA LEE'S INC.	C
GRANEX RESOURCES CORPORATION	A B
GREAT WEST STEEL	C
INDUSTRIES LTD.	
GUILFORD-CONCORDIA PARTNERSHIP	E
GULF CANADA LTD.	E
GULF & WESTERN INDUSTRIES INC.	E
HARLEQUIN ENTERPRISES LIMITED	E
HARRIS STEEL GROUP INC.	E
HIGHFIELD PROPERTY	C
INVESTMENTS LTD.	
HOME OIL COMPANY LIMITED	E
HOUSE OF BRAEMORE	E
FURNITURE LIMITED	
HUDSON'S BAY OIL AND GAS	E
COMPANY LIMITED	
I C C UTILITIES LTD.	C
IMASCO LIMITED	E
INDEPENDENCE FUND INC.	A
INTERNATIONAL MOGUL	E
MINES LIMITED	
INTER-PROVINCIAL DIVERSIFIED	C
HOLDINGS LIMITED	
IOWA SOUTHERN UTILITIES COMPANY	C
KAM-KOTIA MINES LIMITED	E
KANDAHAR RESOURCES LIMITED	C
KEYSTONE HIGH-GRADE COMMON	A
STOCK FUND SERIES S-1	
KINGSBRIDGE APARTMENTS LIMITED	B
K-TEL INTERNATIONAL, INC.	B
JOHN LABATT LIMITED	E
LABRADOR MINING AND EXPLORATION	E
COMPANY LIMITED	
LAIDLAW TRANSPORTATION LIMITED	A E
LAWSON & JONES LIMITED	E

MACMILLAN BLOEDEL LIMITED	E
MAGNA INTERNATIONAL INC.	E
MAHER INC.	E
MAISLIN INDUSTRIES LTD.	E
MARKEL FINANCIAL	E
HOLDINGS LIMITED	
MARKS & SPENCER CANADA INC.	E
MCGRAW-HILL RYERSON LIMITED	E
MCINTYRE MINES LTD.	E
MISSISSAUGA GOLD & COUNTRY CLUB	A B
MONARCH INVESTMENTS LIMITED	E
MONENCO LIMITED	E
NAHANNI MINES LIMITED	E
NATIONAL DRUG AND CHEMICAL	D
COMPANY OF CANADA LIMITED	
(OFFEROR)	
NATIONAL-DRUG LIMITED (OFFEREE)	
NEOMAR RESOURCES LIMITED	E
NEW TEXMONT EXPLORATIONS LTD.	A B
NORCEN ENERGY RESOURCES LIMITED	E
NORIN CORP.	E
NORTHERN TELECOM LIMITED	E
NORTH WEST TRUST COMPANY	C
O P I LIMITED	E
OCELOT INDUSTRIES LTD.	E
OKANAGAN HELICOPTERS LTD.	E
OSHAWA GROUP LTD.	C
OSISKO LAKE MINES LIMITED	E
PACO CORPORATION OF	A B
CANADA LIMITED	
PAGE PETROLEUM LTD.	E
PANCANA INDUSTRIES LTD.	E
H PAULIN & CO. LIMITED	E
PEMBINA PIPE LINE LTD.	C
PENNANT RESOURCES LIMITED	C E
PETROL OIL AND GAS	C
COMPANY LIMITED	
POP SHOPPES INTERNATIONAL INC.	E
POWER CORPORATION OF	C
CANADA LIMITED	
PRINCETON GOLD MINES LIMITED	C
Q.C. EXPLORATIONS LIMITED	C
QUEENSTON GOLD MINES LIMITED	E
REDPATH INDUSTRIES LIMITED	E
REVELSTOKE COMPANIES LTD	E
RIVERSIDE YARNS LTD.	E
ROLLAND INC.	E
ROYAL TRUST "A" FUND	E

ROYAL TRUST "B" FUND	E
ROYAL TRUST "C" FUND	E
ROYAL TRUST "M" FUND	E
SANDWELL AND COMPANY LIMITED	E
SASKURAN EXPLORATIONS INC.	C
SCEPTRE RESOURCES LIMITED	E
J.M. SCHNEIDER INC.	E
SCINTREX LIMITED	C
SCOTTS RESTAURANTS CO. LIMITED	E
THE SEAGRAM COMPANY LTD.	E
SEAWAY MULTI-CORP LIMITED	C
SHELL CANADA LIMITED	E
SHERRITT GORDON MINES LIMITED	E
SILVERSIDE RESOURCES INC.	E
SKYE RESOURCES LTD.	A B
STRATHEARN HOUSE GROUP LIMITED	D
STROM RESOURCES LTD.	E
SULLICO RESOURCES LTD.	E
SULLIVAN MINING GROUP LTD.	E
SULPETRO LIMITED	E
SUPERIOR OIL COMPANY	E
TARA EXPLORATION AND DEVELOPMENT COMPANY LIMITED	C
TECK CORPORATION	E
TELE-METROPOLE INC.	A
TEXASGULF INC.	E
THOMAS NATIONWIDE TRANSPORT LIMITED	E
TOMBILL MINES LIMITED	C
TONECRAFT LIMITED	E
TOTAL PETROLEUM (NORTH AMERICA) LTD.	E F
TRANS-CANADA PIPELINES LIMITED	E
TRIMAC LIMITED	E
TURBO RESOURCES LIMITED	C E
UNION GAS LIMITED	E
UNITED ACCUMULATIVE FUND LTD.	A B
UNITED CANADIAN SHARES LIMITED	E
UNITED STATES STEEL CORPORATION	E
URANEX RESOURCES LIMITED	C
V. S. SERVICES LTD.	E
VAN DER HOUT ASSOCIATES LIMITED	E
VENPOWER LIMITED	C
WABASSO LIMITED	C
HIRAM WALKER-GOODERHAM & WORTS LIMITED	E

WALL & REDEKOP CORPORATION	E
WARDEAN DRILLING CO. LIMITED	C
WESTBURNE INTERNATIONAL	E
INDUSTRIES LTD.	
WESTCOAST TRANSMISSION	E
COMPANY LIMITED	
WESTERN MINES LIMITED	E
WESTMILLS CARPETS LIMITED	E
WORLDWIDE ENERGY CORPORATION	E
YELLOREX MINES LIMITED	C
YORK LAMBTON INC.	C

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 30, 1979	Elja Korhonen	Dawson Creek Property Investment Units	\$ 3,000.00	5 units
"	Paul Atkinson	"	3,000.00	10 "
"	Bernard T. Ness	"	3,000.00	20 "
"	Larry C. Gee	"	3,000.00	10 "
"	John C. Toma	"	3,000.00	20 "
"	Neville Bayer	"	3,000.00	15 "
"	Ronald C. A. Pileski	"	3,000.00	20 "
"	Earl D. Myers	"	3,000.00	10 "
"	Zygmunt Jancelewicz	"	3,000.00	10 "
"	Ross A. McKenzie	"	3,000.00	15 "
"	John T. Mollard	"	3,000.00	10 "
"	Janet Lee Barton	"	3,000.00	5 "
"	Wayne Gamble	"	3,000.00	20 "
"	Joseph M. McBride	"	3,000.00	10 "
"	Hugh H. G. Fraser	"	3,000.00	10 "
"	Robert M. Turvey	"	3,000.00	5 "

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 30, 1979	Guy C. Hesse	Dawson Creek Property Investment Units	\$ 3,000.00	5 units
"	S. Layton	Video Dentistry I - Units	20,000.00	1 "
"	Andrew Graeme Malleeson	"	20,000.00	1 "
"	Dr. R. P. Shoichet	"	20,000.00	1 "
"	Arthur Logan	"	20,000.00	1 "
"	Terrence E. Staples	"	20,000.00	1 "
"	Gary Craft	"	20,000.00	1 "
"	Judy Sopman	"	20,000.00	1 "
"	Beatrice Witkin	"	20,000.00	1 "
"	Norman Davis	"	20,000.00	2 "
"	Abe Shedletzky	"	20,000.00	1 "
"	Garry Moddel	"	20,000.00	1 "
"	Brian Umphrey	"	20,000.00	1 "
"	Raymond S. Starr	"	20,000.00	1 "
"	M. Mainelli	"	20,000.00	1 "
"	Morris L. Malach	"	20,000.00	1 "
"	Murray Lieberman	"	20,000.00	1 "
"	Dr. S. Z. Strulovici	"	20,000.00	1 "

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 30, 1979	B. M. Altbaum	Video Dentistry I - Units	\$20,000.00	1 unit
"	Raymond Marriott	"	20,000.00	1 "
"	Blake N. Gilmore	"	20,000.00	1 "
"	E. R. Simpson	"	20,000.00	1 "
"	Perry W. Cooper	"	20,000.00	1 "
"	Jeremy Hall	"	20,000.00	1 "
"	Andrew Tynio	"	20,000.00	1 "
"	Alastair Stevenson	Audax Gas & Oil Ltd. - Units	23,250.00	2 "
"	Anna Stevenson	"	23,250.00	1 "
"	F. W. Thompson	"	23,250.00	2 "
"	George Ollerenshaw	"	23,250.00	1 "
"	G. L. Jennison	"	23,250.00	1 "
"	Sidney Cohen	"	23,250.00	1 "
"	Saul Ellis	"	23,250.00	1 "
Dec. 11, 1979	Victoria & Grey Trust Company	Dome Petroleum Limited - Series C Preferred Shares	2.50	200,000 shrs

FORMS 12 AND FORM 19 SCHEDULE 3 - RESALE OF SECURITIES

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Sept. 28, 1979 - Nov. 14, 1979	July 5, 1977	The Unac Limited Syndicate	Sogepet Limited - Common Shares	\$1.10 to 1.50	65,500 shrs
Oct. 31, 1979 - Dec. 3, 1979	July 13, 1978	HCI Investment Syndicate	Bar Resources Limited - Common Shares	1.50 to 1.875	28,500 "

SUPPLEMENT "X" TO WEEKLY SUMMARY, WEEK ENDING
14TH DECEMBER, 1979.

REQUEST FOR COMMENT

RE: PROPOSED CHANGE IN POLICY TO PERMIT
PUBLICATION OF OVER-THE-COUNTER TRADING
REPORTS FOR SOME NON REPORTING ISSUERS

All trades in unlisted shares made in the over-the-counter market in Ontario are reported on a daily basis by Ontario dealers to the Investment Dealers Association of Canada (IDA). Under previous policy the Commission concluded that it was in the public interest to confine the benefit of publication in the daily trading reports currently appearing in the newspapers to those issuers, styled "reporting issuers" under The Securities Act, 1978, who were subject to the obligation of continuous disclosure and whose insiders were subject to insider trading obligations. This principle was carried forward in Policy 3-21 restricting quotations furnished to the Ontario press to "reporting issuers".

The Commission has reviewed this policy and has concluded that where there is sufficient interest in Ontario in the actual prices at which shares of a non-reporting issuer are being traded, and where that non-reporting issuer is subject to substantially equivalent continuous disclosure requirements in another jurisdiction (see Draft Policy 3-44 published in OSC Weekly Summary for week ending 30th November, 1979) and is prepared to undertake to comply with the continuous disclosure requirements of Part XVII of The Securities Act, 1978, the Commission should be prepared to instruct that that issuer be added to the Over-the-Counter Register and that trades in its shares be included in the published reports. Quotations should be permitted in the lists furnished by or under the supervision of the Broker-Dealers' Association of Ontario or the IDA for such acceptable non-reporting issuers.

The amendments proposed to the O.T.C. Manual for registrants and to Policy 3-21, set out below, reflect this decision.

Proposed Amendments to O.T.C.
Manual for Registrants

Heading II, delete "Reporting" so heading reads:- "II. Issuers - Publication of Trading".

Delete the first paragraph following heading II and substitute:-

" While all trades must be reported, the Commission has concluded that, as a general rule, it is in the public interest to confine the benefit of publication in the daily trading reports currently appearing in the newspapers to those issuers, called "reporting issuers" in The Securities Act, 1978, who have assumed the obligation of continuous disclosure and whose insiders and others in a special relationship with the issuer are subject to statutory obligations. However, where upon application or upon its own motion, the Commission is satisfied that a non-reporting issuer is subject to timely and continuous disclosure requirements of another jurisdiction, substantially equivalent to the requirements imposed on a reporting issuer through the Ontario Securities Act and that there is sufficient continuing interest in Ontario in the prices at which such shares are being traded in Ontario, the Commission on such terms and conditions as it deems appropriate, may instruct that the non-reporting issuer be entered in the Over-the-Counter Register and that all trading in its shares be included in the trading reports supplied to the press. Trading in the securities of non-reporting issuers not entered in the Register must be reported but will not be published."

The first paragraph under V.3, "Criteria for Publication of O.T.C. Trading" is deleted and the following substituted:-

" All up-to-date reporting issuers and all non-reporting issuers added by the Commission to the

list under II will be programmed into the data published by I.B.M. for the press until the Commission instructs the name be removed from the list or it is removed from the list in accordance with V.4. Trading in new issues will be published once the Commission notifies I.D.A. that the prospectus has been accepted for filing. All secondary trades can then be reported. The I.B.M. report will distinguish between securities sold through a prospectus or rights offering and those traded in the secondary market. The secondary market trades will be reported first while the shares distributed through the prospectus or rights offering will appear on the next line and be designated by a symbol with a footnote stating, "Sold through Current Prospectus (Rights Offering)".

Clause (c) of 4, "Removal from Published List" is deleted and the following substituted:-

"(c) upon notification to I.D.A. by the Commission that the issuer should be removed from the list.

While the Commission may find it in the public interest to remove a name from the list without prior notice to the issuer, it will forthwith advise the issuer of its removal from the list and the reasons therefore and afford the issuer or any person or company directly affected an opportunity to be heard as to why the issuer should be reinstated to the list."

Revised

OSC Policy No. 3-21 - Publication of Unlisted or Over-the-Counter Quotations

Quotations or transaction prices for a number of unlisted securities traded in Ontario are publicized in the Toronto daily press and certain financial publications. These are furnished by or with the approval of the IDA and the Broker-Dealers' Association of Ontario, although they may be furnished by a named registrant. The publication of such information is of obvious interest to investors.

The Commission is of the view that such quotations or transaction prices should not be published unless the issuer is a "reporting issuer" within the meaning of The Securities Act, 1978, and is up-to-date in meeting its continuous disclosure obligations or is a non-reporting issuer subject to and up-to-date in meeting the substantially equivalent disclosure obligations of another jurisdiction and has been approved for publication by the Commission in accordance with the procedure set out in the O.T.C. Manual for Registrants, "II - Issuers - Publication of Trading".

The Commission has therefore requested that no new issuers be added to the lists furnished to the press unless the issuer is a "reporting issuer" and appears up-to-date in meeting its continuous disclosure obligations or that the Commission has consented to publication after approving publication in accordance with the procedure in the O.T.C. Manual.

Request for Comment

The change in the O.T.C. Manual represents a change in Conditions of Registration for dealer registrants.

Comments regarding the proposed changes should be made to the Commission by Friday, 25th January, 1980, and be directed to the Secretary, Ontario Securities Commission, 10 Wellesley Street East, Toronto, M7A 2H7.



SUPPLEMENT "X-1" TO WEEKLY SUMMARY,
WEEK ENDING 14TH DECEMBER, 1979.

Ontario
Securities
Commission

416/963-

10 Wellesley Street East
Toronto, Ontario
M7A 2H7

SALE OF INTERESTS OR PARTICIPATIONS IN MORTGAGES,
"PARTICIPATION AGREEMENTS" AS INVESTMENT CONTRACTS

IN THE MATTER OF GREYMAC MORTGAGE CORPORATION

Hearing: November 26, 1979

Present: H.S. Bray, Q.C. - Vice-Chairman
S.M.D. Beck - Commissioner
R.T. Morgan - Commissioner
E.S. Miles - Commissioner
S. Thom, Q.C. - Commissioner

John M. Judson, Q.C. - Counsel to Greymac
Mortgage Corporation

Adelaide Lamey - Assistant Deputy Director,
Corporate Finance -
Staff Counsel

This was a request made on behalf of Greymac Mortgage Corporation ("Greymac") asking the Commission to consider whether the offer and sale by it to the public of defined interests or "participations" in specific mortgages or mortgage loans as evidenced in documents described as "participation agreements" involved trading in "investment contracts" within the meaning of section 1(1)40.xiv of The Securities Act, 1978 (the "Act") or whether, in substance, these offers of participations resulted in trades in "mortgages or other encumbrances upon real or personal property". In the latter case, since Greymac is registered as a loan company under The Loan and Trust Corporations Act, and is therefore exempted from registration under The Mortgage Brokers Act, trades would be exempted from the

registration and prospectus requirements of the Act under section 34(2)5 and section 72(1)a of the Act. Counsel to Greymac argued that the participation agreement, as such, is not a security, and that the exemptions referred to above were applicable. While it is not the Commission's usual practice to offer opinions in specific cases, preferring to leave this to the Director and staff counsel, we have followed this unusual course in the belief that participations in mortgages are being quite widely traded and that our views might be helpful to those responsible for offering such opinions.

That mortgages, or interests in mortgages, are securities follow from the opening language of section 34(2), "Subject to the regulations, registration is not required to trade in the following securities ..." and clause 5 of that subsection which lists, "mortgages or other encumbrances upon real or personal property, ... if such mortgages or other encumbrances are offered for sale by a person or company registered or exempted from registration under The Mortgage Brokers Act." Staff counsel argued that it is the participation agreement and not the underlying mortgage that should be looked to and that the agreement is itself an "investment contract" as that term has been interpreted by the Supreme Court of Canada in Pacific Coast Coin Exchange versus O.S.C. (1977) 80 D.L.R. (3d) 529. In that decision, Mr. Justice de Grandpré, speaking for the majority, at page 540, in testing the facts in that case against the circumstances in which courts in the U.S. have found agreements to be investment contracts, accepted as a realistic test whether the efforts made by those, other than the investor, are the undeniably significant ones, the essential managerial efforts which affect the failure and success of the enterprise. Earlier, at page 538, after reviewing certain leading U.S. decisions defining "investment contracts" he stated:-

"Such remedial (securities) legislation must be construed broadly, and it must be read in the context of the economic realities to which it is addressed. Substance, not form, is the governing factor."

The doubts which can arise as to the essential nature or substance of mortgage related contracts is illustrated by the questions raised through the U.S. Securities and Exchange Commission's Securities Act Release No. 3892: Exchange Act Release No. 5633 (in fact a single release dated January 31, 1958) on the subject

of "Public Offerings of Investment Contracts Providing for the Acquisition, Sale or Servicing of Mortgages or Deeds of Trust". This release sets out some eleven questions against which a document, such as the participation agreement in the present case, might be tested to determine whether it is an investment contract. In the language of the then leading case on the subject, S.E.C. versus W.J. Howey Co. 328 U.S. 293, at 299 (1946) is the investor relying "solely on the efforts of the promoter or third party" to use his, the investor's money, and through the promoter's efforts to return a profit to the investor.

The salient features of the participation agreement, as outlined in the material filed, are as follows:-

1. The participation agreement relates to one specific mortgage. Funds advanced by the customer may only be applied to that mortgage and no other.
2. The customer has a direct percentage interest in the mortgage and is entitled to receive interest and principal only when received from the mortgagor.
3. The function of the Administrator (Greymac) is to hold the mortgage in its name as bare trustee and to collect payments on and otherwise administer the mortgage loan. For these services the Administrator collects a fee.
4. For obvious administrative reasons, the customer agrees not to register notice of his interest in the mortgage against the title to the mortgaged property.
5. The participation agreement is not assignable by the customer without the consent of the Administrator. Any permitted assignee must covenant with the Administrator to be bound by the terms of the participation agreement.

It is clear on the present facts that the participant is offered a clearly defined interest in a specific mortgage or mortgage loan where the terms of payment and the parties to the mortgage are clearly defined by the participation agreement. The agreement with Greymac permits it to act as the investor's agent

to hold his interest in the mortgage, collect and enforce the rights under the mortgage and if the mortgage went into default to renegotiate the loan on behalf of the investor and the other participants. These appear to be collateral with sensible arrangements where a mortgage is apportioned among several participants. The investment which constitutes the securities transaction as evidenced through the participation agreement is a mortgage investment. The investor is not entrusting his funds to Greymac to be invested by it so that he relies upon its efforts to return a profit to him. In the language of Mr. Justice de Grandpré, "Substance, not form, is the governing factor". If we are right in this opinion trades in a specific interest in a mortgage made through this particular form of participation agreement by Greymac would be exempt.

The Commission's concern with mortgage related contracts has been evidenced in two cases: Re: Western Ontario Credit Corporation versus O.S.C. (1975) 9 O.R. (2d) 93 which affirmed the Commission's view that on the facts in that case trading was in investment contracts and not exempt, and Re: O.S.C. and C & M Financial Consultants 23 O.R. (2d) (H.C. 1979) where a similar conclusion was reached on another mortgage related form of investment contract. The clear distinction between those cases and the present case is that through the participation agreement mortgage investment is clearly defined and central to the agreement entered into.

DATED at Toronto this 13th day of December, 1979.

<u>H. J. Bay</u>	<u>Grubeck.</u>
<u>J. Macgregor</u>	<u>E. S. MacL.</u>
<u>Stuart Thorne</u>	

SUPPLEMENT "X-2" TO WEEKLY SUMMARY, WEEK ENDING
14TH DECEMBER, 1979.

DRAFT AMENDMENTS TO REGULATIONS UNDER
THE SECURITIES ACT, 1978

Practical experience with the regulations under The Securities Act, 1978 has indicated a number of areas in which revisions seem appropriate. Also, the amendments to that Act which were recently adopted by the Legislature and are to become effective on January 1 include a new provision (section 62) permitting adoption of regulations allowing for short form prospectuses and summary prospectuses. As indicated by the Minister during legislative consideration of the amending Bill, it is proposed that this new section be used as the basis to permit summary prospectuses for junior mining companies and short form prospectuses for mutual funds. Experience gained with these provisions may enable the adoption of corresponding provisions for other types of issuers at a later date.

The draft regulations follow, together with more detailed explanatory notes. The Commission hopes to submit the regulations to the Minister in late February and would therefore appreciate receiving comments on or before February 1, 1980. Written comments should be delivered to the Secretary to the Commission and will be treated as available for public inspection unless confidentiality is specifically requested.

EXPLANATORY NOTES
PROPOSED AMENDMENTS
TO REGULATIONS.

Section 1.

At present the Regulation only speaks of generally accepted accounting principles in the context of financial statements required by the Act or under the Regulation. This amendment would make it clear that financial statements which are permitted (but not required) must also be prepared in accordance with generally accepted accounting principles.

Section 2.

The manual signing of interim financial statements has created practical compliance problems. The addition of subsection 11(2) would permit interim reports bearing facsimile signatures to be filed with the Commission and treated as duly certified for the purposes of section 76 of the Act.

Section 3. Subsection 1.

Finance companies that are not reporting issuers currently are unable to obtain exemptions from the continuous disclosure provisions of the Regulation. This amendment would permit finance companies that are not reporting issuers but that must nonetheless file interim and annual financial statements to seek relief from this requirement.

Section 3. Subsection 2.

These amendments are consequential to those introduced by section 10 but apply only to Form 29 which must be filed by finance companies.

Section 4. Subsection 1.

This amendment ties the prospectus exemption in clause 14(d) to the restriction of the same exemption in subsection 18(2) of the Regulations.

Section 4. Subsection 2.

Tax oriented securities do not always fit into the currently available prospectus exemptions. These amendments would add a specially tailored prospectus exemption in respect of trades in "government incentive securities". It is anticipated that tax oriented securities representing interests in multiple unit residential buildings, films and small business development corporations will be designated government incentive securities. Reference is made to the Welland Woods decision appearing in the Weekly Summary for the week ending November 16, 1979. The amendments would also clarify the position of a person or company tendering securities in response to a share exchange take-over bid. It is also proposed to add an exemption for certain reinvestment plans.

Section 5.

The new subsection 15(2) defines "government incentive security".

Section 6.

These amendments are consequential on the amendments in section 4, subsection 2 and deal with resales of securities acquired in reliance on the prospectus exemptions set out in that provision.

Section 7.

Many British Columbia private companies have charter restrictions which are not identical to those found in the "private company" definition. This amendment would eliminate doubt as to the availability of the "private company" exemptions to those companies.

Section 8.

The current treatment of offering memoranda in the Regulation has raised many questions of interpretation. This section reworks section 20 of the current regulation which concerns offering memoranda, their contents and the circumstances in which they are to be delivered. This proposed amendment also makes it clear what defendants can be joined in an action on an offering memorandum.

Section 9.

This amendment would add language implementing the new section 62 of the Act dealing with short form prospectuses and summary statements.

Section 10.

The auditor's responsibility for non-financial matters in a prospectus is addressed by this amendment. The proposed amendment clarifies the content of the auditor's consent letter filed in connection with a prospectus.

Section 11.

This amendment is consequential to that in section 9(1).

Section 12.

This amendment is consequential to that in section 9(1).

Section 13.

The statute is being amended to permit the use by certain issuers of shorter, more readily intelligible disclosure documents. This provision would implement in part the proposed new statutory section by adding a short form of prospectus for use by mining issuers.

Section 14.

This amendment would add a form of summary statement for use by mutual funds.

Section 15.

This amendment is consequential to the introduction of the short form of prospectus.

Section 16.

This amendment is consequential to the introduction of the summary statement for mutual funds.

Section 17.

This amendment would correct some typographical errors in section 42 of the Regulation.

Section 18.

At present there is no clear obligation to file an auditor's comfort letter in connection with a prospectus. This amendment restores the requirement that an auditor's comfort letter be filed in connection with unaudited financial statements.

Statement 19.

Subsection 71(5) of the Act deals with resales of securities acquired in reliance on certain prospectus exemptions and requires that the Commission be advised of the original exempt trades. This amendment would clarify the manner in which the Commission is to be advised of certain exempt trades and makes it possible in some cases to avoid advising the Commission of each trade by permitting letters that summarize several trades made in reliance on exemptions.

Section 20.

Flexibility is needed in dealing with the content of shelf prospectuses which are filed to obtain "reporting issuer" status. This amendment would clarify the power of the Director to permit variations in the content of these prospectuses.

Section 21.

See comment on section 2.

Section 22.

This amendment corrects a typographical error.

Section 23.

Non-resident controlled dealers are hampered in their ability to seek funds from their non-resident owners. This amendment, which is designed to address cases of emergency only, sets out a narrow set of circumstances in which a non-resident controlled dealer would be permitted to seek short term financial assistance from its non-resident owners to remedy a deficiency in its own capital that might otherwise prejudice its customers.

Section 24.

Section 24 of the Act contemplates the registration of underwriters. This amendment would make it unnecessary to apply for registration as an underwriter in connection with trades and securities that would otherwise be exempt from registration.

Section 25.

The obligation to make a follow-up take-over bid under section 91 of the Act depends on the premium over market which an offeror is willing to pay. This amendment would correct a drafting error by restricting the application of the "market price" definition which is intended to be read in conjunction only with subsection 91(1) of the Act.

Section 26.

The Regulation requires valuations to be prepared in connection with certain going private transactions. This amendment would clarify the concept of "insider" in "going private transactions" and excepts from the definition of a going private transaction the purchase of participating securities pursuant to statutory rights of purchase.

Section 27.

This amendment corrects a typographical error.

Section 28.

Difficulty has been experienced in the interpretation of the director's and officer's remuneration item. This amendment would modify the director's and officer's remuneration item in various prospectus forms, the annual report form and the information circular form.

Section 29.

This amendment would clarify an item in the natural resource form concerning the accessibility of reserves to gathering systems.

Section 30.

This amendment sets out the short form of prospectus for mining issuers.

Section 31.

This amendment sets out the summary statement for mutual funds.

Section 32.

This amendment is consequential on the amendments described under section 3, subsection 2.

DRAFT
REGULATION TO AMEND
ONTARIO REGULATION 478/79
MADE UNDER
THE SECURITIES ACT, 1978

1. Subsection 1 of section 2 of Ontario Regulation 478/79 is revoked and the following substituted therefor:

2(1) Subject to subsections 3 and 4, the financial statements permitted or required by the Act or this Regulation shall be prepared in accordance with generally accepted accounting principles and with any applicable provision of the Act or this Regulation.

2. Section 11 of the said Regulation is revoked and the following substituted therefor:

11(1) Every financial statement required to be filed under section 77 of the Act shall be approved by the board of directors of the reporting issuer and the approval shall be evidenced by the manual or facsimile signatures of two directors duly authorized to signify the approval.

(2) The certification of every financial statement required to be filed under section 76 of the Act shall be evidenced by the manual or facsimile signature of the officer or director referred to in clause 144(b) of this Regulation or of his agent or attorney, as the case may be.

3. (1) Subsection 5 of section 12 of the said Regulation is revoked and the following substituted therefor:

(5) The Commission, upon application by a finance company and upon finding that the mode of operation of the applicant is such that some or all of the reporting requirements of subsections 1 or 2 are not appropriate may order on such terms and conditions as are considered necessary that some or all of the reporting requirements of subsections 1 or 2 should not apply.

(2) Subsections 6 and 7 of section 12 of the said Regulation are revoked and the following subsection 6 substituted therefor, and subsections 8, 9 and 10 thereof are renumbered 7, 8 and 9 respectively:

(6) Every report required pursuant to subsection 2 shall be accompanied by a report of the auditor of the finance company stating that he has read the report and he has no reason to believe that there are any misrepresentations in the information contained therein that is derived from the financial statements upon which he reported or that is within his knowledge as a result of his audit of such financial statements.

4. (1) Clause d of section 14 of the said Regulation is revoked and the following substituted therefor:

(d) Subject to subsection 2 of section 18 of this Regulation, the trade is made in a security of a mutual fund that is administered by a trust company registered under The Loan and Trust Corporations Act and consists of a pooled fund maintained solely to serve its retirement income funds, deferred profit sharing plans and pension plans registered under the Income Tax Act (Canada), alone or in combination with its retirement savings plans, home ownership savings plans, or other savings plans registered under the Income Tax Act, (Canada) or

(2) Section 14 of the said Regulation is amended by adding thereto clauses f, g, and h:

(f) the trade is by an issuer of equity securities pursuant to a plan made available by that issuer to the holders of a class of publicly traded equity securities of the issuer which plan permits the holders of such securities to direct that dividends paid in respect of such securities be applied to the purchase from the issuer of additional securities of the same class;

(g) the trade is made by an issuer with a view to the sale of a government incentive security of its own issue if solicitations are made to not more than seventy-five prospective purchasers resulting in sales to not more than fifty purchasers where,

- (i) each investor to whom securities were sold in reliance on this exemption has been supplied with an offering memorandum as defined in clause b of subsection 1 of section 20 of this Regulation and information identifying every officer and director of the issuer and every promoter thereof and giving the particulars of such of their professional qualifications and associations during the immediately preceding five years as are relevant to the undertaking being financed and indicating as to each such director or officer whether or not he will devote his full time to the affairs of the issuer, and
- (ii) each investor has access to substantially the same information concerning the issuer that a prospectus filed under this Act would provide and is,

- a. an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a person or company who is not a promoter of the issuer whose securities are being offered and who is a registered adviser or a registered dealer, is able to evaluate the prospective

investment on the basis of information respecting the investment presented to him by the issuer, or

b. a senior officer or director of the issuer or his spouse, parent, brother, sister or child,

- (iii) the offer and sale of the securities are not accompanied by an advertisement and no selling or promotional expenses have been paid or incurred in connection therewith, except for professional services or for services performed by a registered dealer, and
- (iv) each investor to whom securities were sold in reliance on this exemption is given a contractual right of action described in the offering memorandum; or

(h) the trade is made by an offeree described in clause g of subsection 1 of section 88 of the Act in securities which are being disposed of to a person or company making a share exchange takeover bid.

5. Section 15 of the said Regulation is revoked and the following substituted therefor:

15(1) For the purposes of clause a of section 14 "contract", "group insurance", "life insurance", and "policy" have the meaning ascribed to them under sections 1 and 145 of The Insurance Act.

(2) For the purposes of clause g of section 14, "government incentive security" means a security designed to enable the holder thereof, pursuant to the laws of Canada or Ontario, to receive a grant or other monetary benefit, including, without limitation, the right to a credit against taxes or a deduction in the determination of income for tax purposes, but a security qualifies as a government incentive security only if the relevant provisions of the laws of Canada or Ontario are designated by the Commission for purposes of this definition.

6. Subsection 5 of section 17 of the said Regulation is revoked and the following substituted therefor:

(5) The first trade in securities by a purchaser who acquired them pursuant to the exemption contained in clause f of section 14 is a distribution unless such first trade is made in accordance with subsection 5 of section 71 of the Act as if subsection 5 were applicable thereto.

(6) The first trade in securities by a purchaser who acquired them pursuant to the exemption contained in clause g of section 14 is a distribution unless such first trade is made in accordance with subsection 4 of section 71 of the Act as if subsection 4 were applicable thereto.

(7) The first trade in securities by a purchase who acquired them pursuant to the exemption contained in clause h of section 14 is a distribution unless such first trade is made in accordance with subsection 5 of section 71 of the Act as if subsection 5 were applicable thereto.

(8) This section comes into force on March 15, 1981.

7. The said Regulation is amended by adding thereto the following section 17a.

(a) The exemptions contained in paragraph 10 of subsection 2 of section 34 of the Act, subsection 5 of section 71 of the Act and clause a of subsection 1 of section 72 of the Act apply to and are available to a company incorporated but not continued under The British Columbia Companies Act, S.B.C. 1973, c. 18, as amended, which is not a reporting company within the meaning of section 2 of The British Columbia Securities Act, S.B.C. 1967, c. 45 as if such company were a private company as defined under the Act, but only if the securities thereof are not offered for sale to the public.

8. (1) Section 20 of the said Regulation is revoked and the following substituted therefor:

20(1) In this section 20,

(a) "contractual right of action" means a right of action against an issuer for rescission or damages, which right,

- (i) is available to an investor to whom an offering memorandum has been delivered by or on behalf of the seller of securities referred to in the memorandum if the offering memorandum contains a misrepresentation;
- (ii) is exercisable on notice given not more than ninety days subsequent to the date of investment;
- (iii) corresponds to the extent reasonably feasible to the rights provided by section 126 of the Act as to a prospectus, but may be subject to defences equivalent to those available under that section; and
- (iv) includes a provision stating that it is intended to be in addition to and not in substitution for any other right or remedy available to the investor.

(b) "offering memorandum" means a document purporting to describe the business and affairs of the issuer which has been prepared primarily for distribution to and review by prospective investors so as to assist those investors to make an investment decision in respect of securities being sold in a distribution to which section 52 or section 61 of the Act would apply but for the availability of the exemptions contained in one or more of clauses c, d, or p of subsection 1 of section 71 of the Act or clause g of section 14 of this Regulation,

- (i) a document setting out current information as to an issuer for the benefit of prospective investors familiar with the issuer through prior investment or business contracts; or
- (ii) for the purpose of subsection 3 only, an annual report, interim report, information circular, takeover bid circular, prospectus or other such document the content of which is prescribed by law.

(2) The exemption in clause d of subsection 1 of section 71 of the Act, is unavailable as to a trade made through an advertisement of the securities in printed media of general and regular paid circulation, radio or television, unless an offering memorandum is furnished to the investor concurrently with or prior to the completion of the investment, and each investor is given a contractual right of action that is described in the offering memorandum.

(3) Where a seller or proposed seller of securities effects a trade to which sections 52 or 61 of the Act would apply but for the exemptions in clauses c, d and p of subsection 1 of section 71 of the Act or clause g of section 14, and the seller or proposed seller is

- (a) the issuer or an affiliate of the issuer,
- (b) a person, company or combination of persons or companies having the relationship to the issuer described in subparagraph iii of paragraph 11 of subsection 1 of section 1 of the Act, or
- (c) an underwriter who, acting as underwriter, acquired the securities from a person or company described in clauses a or b

and the seller or proposed seller or a person or company acting on behalf of the seller or proposed seller elects to deliver an offering memorandum to a prospective investor to whom securities are sold in reliance on clauses c, d or p of subsection 7 of section 71 of the Act or clause g of section 14, then the exemptions in clauses c, d or p of subsection 1 of section 71 of the Act or clause g of section 14 are unavailable with respect to the trade with that prospective investor unless the prospective investor is given a contractual right of action that is described in the offering memorandum.

(4) Where the inclusion of a contractual right of action in an offering memorandum is required by subsection 2 or subsection 3 as a condition to the availability of an exemption, it shall be a further condition to the availability of the exemption that two copies of the offering memorandum shall be delivered to the Commission concurrently with or prior to the date upon which, in compliance with subsection 3 of section 71 of the Act, the report is made of the first trade in the course of the distribution as to which the exemption would otherwise have been available.

9.(1) The said Regulation is amended by adding thereto the following section 20a:

(20.a) A natural resource company that is a mining issuer may file a short form prospectus for the purpose of financing a mining exploration program where the issuer is an issuer each of whose promoters, directors and senior officers has at least three years experience in the mining industry or other experience acceptable to the Director and where the programme is an exploration programme that is:

- (a) the first exploration programme for the issuer;
- (b) estimated to cost not more than \$500,000; and
- (c) planned to be completed within 24 months of the date of issue of a receipt for the short form prospectus;

(2) The said Regulation is further amended by adding thereto the following section 20b:

(20b) A mutual fund may file a summary statement as a separate document in the form prescribed in this Part together with a prospectus filed under section 52 or 61 of the Act.

10. Subsections 3 and 4 of section 21 of the said Regulation are revoked, the following subsection 3 is substituted therefor and subsections 5 and 6 are renumbered 4 and 5 respectively:

(3) The consent of the auditor or accountant referred to in subsection 1 shall refer to his report stating the date thereof and the dates of the financial statements on which the reports are made, and shall contain a statement that he has read the prospectus and he has no reason to believe that there are any misrepresentations in the information contained therein that is derived from the financial statements upon which he reported or that is within his knowledge as a result of his audit of such financial statements.

11. Section 23 of the said Regulation is amended by adding the following subsection thereto:

(2) There shall be filed at the time of the filing of a short form preliminary prospectus for a natural resource company a full and up-to-date qualifying report of the exploration property of the issuer in support of representations made in items 8, 10, 11, 12, 15 and 16 of the short form preliminary prospectus and such report may be made by an individual who is a director or officer of the issuer who is a mining engineer, geologist or a qualified individual otherwise acceptable to the Director and shall be accompanied by the certificate referred to in subsection 1 of this section and by the written consent referred to in subsection 1 of section 21.

12. The said Regulation is amended by adding the following section 38 thereto:

38(1) The short form prospectus of a natural resource company shall contain a certificate in the following form signed by these persons who would be required to sign the certificate referred to in section 57 of the Act:

38a(1) "The foregoing constitutes disclosure of the information required to be disclosed under Form 14A of the regulations under The Securities Act, 1978 and contains no misrepresentation."

(2) Where there is an underwriter, the short form prospectus of a natural resource company shall contain a certificate in the following form signed by those persons who would be required to sign the certificate referred to in section 58 of the Act:

"To the best of our knowledge, information and belief, the foregoing constitutes disclosure of the information required to be disclosed under Form 14A of the regulations under The Securities Act, 1978 and contains no misrepresentation."

13. Section 29 of the said Regulation is revoked and the following substituted therefor:

29(1) The prospectus of a natural resource company shall be prepared in accordance with Form 14.

(2) The short form of prospectus of a natural resource company shall be prepared in accordance with Form 14A.

14. Section 30 of the said Regulation is revoked and the following substituted therefor:

30(1) The prospectus of a mutual fund shall be prepared in accordance with Form 15.

(2) The summary statement of a mutual fund shall be prepared in accordance with Form 15A.

15. Subsection 6 of section 39 of the said Regulation is revoked and the following substituted therefor:

(6) The financial statements in a preliminary short form prospectus or in a short form prospectus for a natural resource company may contain unaudited financial statements where the natural resource company has not completed a financial year.

(7) Where the Director is satisfied that there is sufficient justification, he may permit the omission of any financial statement required by this section.

16. Section 40 of the said Regulation is revoked and the following substituted therefor:

(1) Every prospectus of a mutual fund and every summary statement of a mutual fund shall contain,

- (a) an income statement;
- (b) a balance sheet;
- (c) a statement of investment portfolio;
- (d) a statement of portfolio transactions; and
- (e) a statement of changes in net assets,

of the mutual fund, each for or as at the end of, as appropriate, its last financial year or for any period or periods permitted or required by the Director.

(2) Notwithstanding subsection 1 but subject to subsections 3 and 4, where a summary statement of a mutual fund is filed together with a prospectus, the financial statements described in subsection 1 may be omitted from the prospectus of the mutual fund and from the summary statement if a copy of the financial statements that would otherwise be required to be included therein is filed concurrently with the filing of the prospectus and summary statement or has previously been filed under section 77 of the Act.

(3) Where the financial statements described in subsection 1 are omitted from the summary statement of a mutual fund under subsection 2, a copy of the financial statements that would otherwise be required to be included therein, together with a copy of the most recent subsequent interim financial statement filed under section 76 of the Act, if any, shall be sent or delivered to each purchaser of securities concurrently with the sending or delivery of the summary statement under subsection 5 of section 62 of the Act.

(4) Where the financial statements described in subsection 1 are omitted from a summary statement of a mutual fund under subsection 2, the summary statement shall have printed on the outside cover page the following statement;

"The information contained herein must be accompanied by audited financial statements of the issuer which are considered to form part of this summary statement. Failure to deliver such financial statements with the summary statement is an offence."

17. Subsection 1 of section 42 of the said Regulation is revoked and the following substituted therefor:

(1) Where the proceeds of the securities offered by a prospectus are to be applied in whole or in part, directly or indirectly, to finance the acquisition of a business, by a purchase of assets or shares, the Director may permit or require the inclusion in the prospectus of,

- (a) financial statements of the acquired business which shall be one or more of the financial statements referred to in clauses a, b and c and subclause i of clause d of subsection 1 of section 39 and for the periods or as at the date therein referred to and the financial statements referred to in subsection 5 of section 39 for the period referred to therein;
- (b) a pro forma balance sheet combining the assets and liabilities of the issuer and the business as shown by their respective balance sheets each as at the date referred to in sub-clause i of clause d of subsection 1 of section 39 or at such other date as the Director may permit or require,

and, where the Director is satisfied that to do so would be meaningful to investors and that the information is necessary for full, true and plain disclosure of the material facts relating to the securities, he shall require for a period not more than one year immediately preceding the date referred to in subclause i of clause d of subsection 1 of section 39 and may permit for a period not greater than five years immediately preceding such date the inclusion in the prospectus of pro forma statements combining, year by year,

- (c) the income or losses of the business with the income or losses of the issuer; and
- (d) the changes in financial position of the business with the changes in financial position of the issuer.

(2) An auditor's report prepared in connection with the pro forma financial statements referred to in clauses c and d of subsection 1 of this section need only be concerned with the accuracy with which the statements have been compiled.

18. Section 51 of the said Regulation is revoked and the following substituted therefor:

(1) Any financial statement included in a prospectus that relates to any part of a financial year subsequent to the last audited financial year of the issuer need not be reported on by an auditor where,

- (a) such part of a financial year ended not more than 90 days before the date of the issuance of a receipt for the preliminary prospectus or such longer time as the Director may permit and not more than one year after the last audited financial year or such longer time as the Director may permit;
- (b) an audited balance sheet of the issuer as at the end of the latest audited financial year of the issuer;

(2) Every balance sheet referred to in subclause ii of clause d of subsection 1 of section 39 and every income statement, statement of surplus and statement of changes in financial position required by subsection 5 of section 39 and those for the same period for an acquired business referred to in section 42, may but need not, be reported on by an auditor.

(3) Where, pursuant to this section 51, a financial statement contained in a prospectus is not reported on by the auditor, there shall be filed with the Commission such advice from the auditor as is suggested for these circumstances by the Handbook of The Canadian Institute of Chartered Accountants, or such other advice as may reasonably be required by the Director, the purpose of which shall be to assist the Commission in discharging its responsibilities and the advice may include a statement to that effect.

19. Section 55 of the said Regulation is amended by adding thereto the following subsections:

(3) for the purposes of clause b of subsection 5 of section 71 of the Act, adequate disclosure shall be deemed to have been made to the Commission of a trade made in reliance on the exemptions in clauses f, i, j, k or n of subsection 71 of the Act if particulars of the date of the trade, the number of securities purchased and the purchase price paid or to be paid are disclosed in

- (i) an information circular or takeover bid circular filed in accordance with this Regulation; or
- (ii) a letter filed with the Commission by a person or company certifying that he or it has knowledge of the facts therein contained

if filing is effected prior to any resale of the securities that would be a distribution but for the exemption in subsection 5 of section 71 of the Act except that this subsection 3 shall not make unavailable that exemption if disclosure the the exempt trade is made to the Commission in some other way.

(4) Where a purchase plan or arrangement is operated without a prospectus in reliance on the exemption in clause n of subsection 1 of section 71 of the Act, it shall be sufficient for the purposes of subsection 3 if the disclosure contemplated thereby is made when the plan or arrangement is first commenced and not less frequently than annually thereafter unless the volume of trading in securities sold in reliance on the exemption contained in clause n of subsection 1 of section 71 of the Act in a month exceeds one percent of the securities of that class that were outstanding at the beginning of the month in which the securities were sold in which case a separate report shall be filed in respect of that month.

(5) Where a trade is made with an employee by an issuer in a security in reliance on the exemption in clause n of subsection 1 of section 71 of the Act and the employee immediately resells the security, separate disclosure of the trade and resale shall be made in accordance with subsection 2 and notwithstanding subsection 4.

20. Section 68 of the said Regulation is revoked and the following substituted therefor:

68(1) Every preliminary prospectus and prospectus including every prospectus referred to in subsection 2 of section 52 of the Act shall comply with the relevant provisions of this Part, but the Director may permit a variation from those provisions where it will not detract from full, true and plain disclosure and may require such variation if necessary for full disclosure of material facts.

21. Section 77 of the said Regulation is revoked and the following substituted therefor:

77(1) The interim financial statements under subsection 2 of section 76 of the Act shall present at least the financial information for the current fiscal year to the date to which the financial statements are prepared and, in addition, may include comparative financial information for the corresponding six-month period in the last financial year.

(2) The certification of every financial statement required to be filed under section 76 of the Act shall be evidenced by the manual or facsimile signature of the officer or director referred to in clause 144(b) of this Regulation or of his agent or attorney, as the case may be.

22. Clause a of subsection 1 of section 104 is revoked and the following substituted therefor:

(a) segregated and identified as being held in trust for the client; and

23. Section 135 of the said Regulation is amended by adding thereto the following subsections 5 and 6:

(5) Subject to subsection 6, where the free capital of a non-resident controlled dealer falls below the minimum required by section 94 or materially below an amount reasonably necessary to maintain an acceptable level of service and where the Commission is of the opinion that it would be contrary to the public interest to prohibit the non-resident controlled dealer from borrowing sufficient money by way of a temporary subordinated loan from or guaranteed by one or more of its non-resident owners in order to restore its free capital to such minimum or acceptable level the Commission may approve such a loan subject to such terms and conditions as it deems necessary.

(6) Before granting approval under subsection 5, the Commission must be satisfied that:

- (a) the additional capital is necessary for the protection of the clients of the non-resident controlled dealer;
- (b) the capital deficiency was not a consequence of an expansion of the business of the non-resident controlled dealer without due regard to the restrictions on the growth of its permissible capital; and
- (c) the capital advanced through the subordinated loan will reduce no less quickly than would result from the application to repayment of the subordinated loan of all future profits over and above those necessary to maintain the free capital at the level acceptable to the Commission at the time approval is given, and

where the non-resident controlled dealer is a member of The Toronto Stock Exchange or the Investment Dealers Association of Canada, the opinion of the self-regulatory body shall be obtained and considered in determining the amount of capital necessary to maintain an acceptable level of service and in determining that the criteria in clauses a, b and c are satisfied.

24. Section 140 of the said Regulation is revoked and the following substituted therefor:

140. Registration is not required to act as an underwriter with respect to a trade,

- (a) referred to in subsection 1 of section 34 of the Act; or
- (b) in a security referred to in subsection 2 of section 34 of the Act.

25. Subsection 3 of section 162 of the said Regulation is revoked and the following substituted therefor:

(3) For the purposes of subsection 1 of section 91 of the Act, "market price" of a class of securities on a particular date is an amount 15 per cent in excess of the simple average of the closing price of securities of that class for each day on which there was a closing price and falling not more than ten business days before the relevant date.

26. (1) Clause a of subsection 1 of section 163 of the said Regulation is revoked and the following substituted therefor:

In this section.

(a) "going private transaction" means an amalgamation, arrangement, consolidation or other transaction proposed to be carried out by an insider of an issuer as a consequence of which the interest of the holder of a participating security of the issuer in that security may be terminated without the consent of that holder and without the substitution therefor of an interest of equivalent value in a participating security of the issuer or of a successor to the business of that issuer or of another issuer that controls the issuer but does not include the purchase of participating securities pursuant to a statutory right of acquisition;

(2) Subsection 1 of section 163 of the said Regulation is amended by adding the following clause d thereto:

(d) "insider" shall have the meaning assigned to such term in paragraph 17 of subsection 1 of section 1 of the Act except that every reference therein to "reporting issuer" shall be deemed to be a reference to "issuer".

27.. Item 4 of statement E of Form 9 of the said Regulation is revoked and the following substituted therefor:

Add--Accounts liquidating to a deficit and accounts with debt balances but no open trades.

28. Item 22 of Form 12, Item 26 of Form 13, Item 22 of Form 14, Item 19 of Form 15, Item 6 of Form 28 and the table and text following in item 6 of Form 30 of the said Regulation are revoked and the following substituted therefor:

REMUNERATION OF DIRECTORS AND OFFICERS FROM ISSUER.

NATURE OF REMUNERATION

(I) DIRECTORS (TOTAL NUMBER:)

(A) FROM ISSUER AND
WHOLLY-OWNED
SUBSIDIARIES:

AGGREGATE
REMUNERATION

COST OF
PENSION
BENEFITS

OTHER
REMUN-
ERATION

BASED ON
INCOME TAX
ACT

PREVIOUS
YEAR

(E) FROM PARTIALLY-OWNED
SUBSIDIARIES
(PROVIDE NAMES):

FUTURE

TOTAL

\$

\$

\$

(II) FIVE SENIOR OFFICERS:

(A) FROM ISSUER AND
WHOLLY-OWNED
SUBSIDIARIES:

SEE
INSTRUCTION
2

PREVIOUS
YEAR

(E) FROM PARTIALLY-OWNED
SUBSIDIARIES:
(PROVIDE NAMES):

FUTURE

TOTAL

\$

\$

\$

(III) OFFICERS RECEIVING OVER \$50,000

(A) FROM ISSUER AND
WHOLLY-OWNED
SUBSIDIARIES:

BASED ON
INCOME TAX
ACT

PREVIOUS
YEAR

(E) FROM PARTIALLY-OWNED
SUBSIDIARIES:
(PROVIDE NAMES):

FUTURE

TOTAL

\$

\$

\$

(a) State in the form of the table shown above separately for each of the following, the aggregate remuneration on an annualized basis whether or not actually paid by the issuer and its subsidiaries, in respect of the issuer's last completed financial year to:

- (i) the directors of the issuer in their capacity as directors of the issuer and any of its subsidiaries,
- (ii) the five senior officers of the issuer in receipt of the largest amounts of remuneration, in their capacity as officers or employees of the issuer and any of its subsidiaries, and
- (iii) the officers of the issuer other than those in (ii) who received in their capacity as officers or employees of the issuer and any of its subsidiaries aggregate remuneration in excess of \$50,000 in that year,

who were directors, senior officers or officers, as the case may be, as at a date not less than thirty days before the date of the preliminary prospectus provided that in the case of iii no disclosure is required where the issuer has less than seven officers to which iii would apply.

(b) State in the form of the table shown above in the column headed "Cost of Pension Benefits", where practicable, the estimated aggregate cost to the issuer and its subsidiaries in respect of the last completed financial year of all benefits proposed to be paid under any pension or retirement plan upon retirement at normal retirement age to persons to whom paragraph (a) applies, or in the alternative, the estimated aggregate amount of all such benefits proposed to be paid upon retirement at normal retirement age to those persons.

(c) State, where practicable, in the form of the table shown above in the column headed "Other Remuneration" the aggregate of all remuneration payments to the directors or officers referred to in paragraph (a) in their capacity as directors and officers respectively other than those payments of the type referred to in paragraphs (a) and (b) made in respect of the issuer's last completed financial year and, as a separate amount, proposed to be made in the future by the issuer or any of its subsidiaries pursuant to an existing plan to persons to whom paragraph (a) applies.

INSTRUCTIONS

1. For the purpose of clauses (i) and (iii) of paragraph (a), "remuneration" means amounts required to be reported as income under the Income Tax Act (Canada) and includes any amounts paid on account of duties performed as a director or officer to a person or company that is an associate of the director or officer or to any other person or company at the direction of such associate.
2. For the purpose of clause (ii) of paragraph (a), "remuneration" means remuneration as defined in instruction 1 plus the value of benefits (other than those benefits provided to a broad category of employees on a basis which does not discriminate in favour of officers or directors) not included in income from an office or employment and derived from contributions made by the employer to or under a group sickness or accident insurance plan, private health service plan, supplementary unemployment benefit plan, deferred profit sharing plan or group term life insurance policy.
3. If any portion of any of the amounts to be disclosed under paragraph (a) was paid by one or more subsidiaries of the issuer other than wholly-owned subsidiaries, the amount paid by each such subsidiary shall be separately disclosed together with the names of the subsidiaries. For this purpose, a wholly-owned subsidiary means a subsidiary all of the outstanding shares of which (other than shares whose participation in the profits of the issuer is limited to a fixed or determinable entitlement to dividends) are owned by or for the issuer or by or for other corporations in a like relationship with the issuer.
4. For the purpose of paragraph (c), "plan", includes all plans, contracts, authorizations or arrangements, whether or not contained in any formal document or authorized by a resolution of the directors of the issuer or any of its subsidiaries but does not include the Canada Pension Plan or a similar government plan.
5. For the purposes of paragraph (c), "remuneration payments" include payments under a deferred profit sharing plan, deferred compensation benefits, retirement benefits or other benefits, except those paid or to be paid under a pension or retirement plan referred to in paragraph (b).
6. For the purposes of paragraph (c), if it is impracticable to state the amount of proposed remuneration payments, the aggregate amount accrued to date in respect of such payments may be stated, with an explanation of the basis of future payments.

29. Clause 5 of paragraph c of item 9 of Form 14 of the said Regulation is revoked and the following substituted therefor:

(5) the quantity and type of the estimated proved and developed reserves, proved undeveloped reserves, and probable additional reserves of crude oil, natural gas and natural gas liquids of the issuer and its subsidiaries together with particulars as to the accessibility of those reserves to gathering systems;

30. The said Regulation is amended by adding the following Form 14A thereto:

FORM 14A
(The Securities Act, 1978)

SHORT FORM PROSPECTUS for a NATURAL RESOURCE
COMPANY THAT IS A MINING EXPLORATION ISSUER

☐ PRELIMINARY

Dated: _____.

☐ FINAL

Dated: _____.

(Number of Securities)

(Class of Securities)

(Name of Issuer)

(Type of Mineral Sought)

1. ISSUER

Date and Jurisdiction of Formation	Street Address and Telephone Number of Issuer's Head Office

2 PROSPECTUS

Where marked ☒ PRELIMINARY this is a preliminary short form prospectus filed with the Ontario Securities Commission but which has not yet become final for purposes of a distribution. Information is subject to completion or amendment. These securities may not be sold nor offers to purchase accepted until the issuer obtains a receipt for a final short form prospectus from the Ontario Securities Commission.

Where marked ☒ FINAL this is a final short form prospectus in respect of which a receipt has been issued and securities may be sold.

No securities commission or similar authority has passed upon the merits of the securities to be sold pursuant to this short form prospectus and any representation to the contrary is an offence.

THERE CAN BE NO ASSURANCE THAT THE TYPE OF MINERAL SOUGHT OR ANY OTHER MAY BE FOUND OR THAT IF FOUND WILL BE OF COMMERCIAL GRADE OR QUANTITY.

NO TRADING MARKET EXISTS FOR THE SECURITIES DESCRIBED BY THIS SHORT FORM PROSPECTUS AND ONCE PURCHASED HOLDERS MAY NOT BE ABLE TO RESELL THEM.

PURCHASE OF THE SECURITIES WILL INVOLVE A VERY HIGH DEGREE OF RISK.

PROSPECTIVE PURCHASERS WHO CANNOT AFFORD THE LOSS OF THE ENTIRE PURCHASE PRICE SHOULD NOT PURCHASE.

3. SECURITIES TO BE SOLD

Number and Class of Securities		Rights and Obligations Attached to Securities	
Gross Proceeds	Commission Paid Underwriter	Net Proceeds to Issuer (1)	
	Per Share		
\$0.00	\$0.00	\$0.00	
Totals			
\$000	\$000	\$000	

(1) Net Proceeds to issuer before legal, accounting and other expenses of issue estimated at \$_____, represents the minimum amount of funds required by the issuer.

THIS SHORT FORM PROSPECTUS DOES NOT CONSTITUTE A SOLICITATION OR INVITATION TO CONTRACT IN RESPECT OF THE SECURITIES DESCRIBED IN ANY JURISDICTION IN WHICH THE SOLICITATION OR INVITATION TO CONTRACT IS NOT AUTHORIZED BY THE LAWS THEREOF OR IN WHICH THE UNDERWRITER OR ISSUER IS NOT QUALIFIED BY REGISTRATION TO TRADE IN SECURITIES OR OTHERWISE TO MAKE THE SOLICITATION OR INVITATION.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION IN RESPECT OF THIS INVITATION TO CONTRACT OR TO MAKE ANY REPRESENTATION OTHER THAN AS SET FORTH IN THIS SHORT FORM PROSPECTUS AND ANY AMENDMENT AND INFORMATION OR REPRESENTATIONS GIVEN OR MADE BUT NOT SO SET FORTH MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED.

4. METHOD OF DISTRIBUTION

Nature of Underwriting Arrangement	Name of Underwriter (if any)	Street Address and Telephone Number of Underwriter
<input type="checkbox"/> firm, all if any, underwriting basis <input type="checkbox"/> best efforts, all or none agency basis <input type="checkbox"/> best efforts, all or none, security issuer basis		

Where the securities are to be sold by way of direct sale by the security issuer, the method of distribution is on a best efforts, all or none, security issuer basis.

5. SELLING ARRANGEMENTS

Commencement Date	Selling Period(1)	Termination Date	Closing Date (2)
_____ (Date of Final Receipt)	<input type="checkbox"/> 42 days (if firm)	_____ (42nd day)	_____ (42nd day)
_____ (Date of Final Receipt)	<input type="checkbox"/> 60 days (if best efforts)	_____ (60th day)	_____ (67th day)

- (1) The purchaser may withdraw from the purchase if he sends notice in writing to the seller of his intention not to be bound by the agreement of purchase and sale and that notice is received by the seller not later than midnight of the second day following the receipt by the purchaser of the short form prospectus and any amendment, excluding Saturdays, Sundays or holidays.
- (2) Subscription will be held in trust until either the minimum amount required, being _____, is received at which time the subscriptions will be turned over to the issuer or, if insufficient subscriptions are received by the end of the selling period, the subscriptions then received will be returned to the subscribers without interest or deduction.

6. RISK FACTORS

THE SECURITIES ARE BEING SOLD TO FINANCE THE FIRST EXPLORATION PROGRAMME FOR THE ISSUER ON PROPERTY (PREVIOUSLY) (NOT PREVIOUSLY) EXPLORED.

NOT MORE THAN \$ _____ WILL BE EXPENDED DIRECTLY ON THE EXPLORATION PROGRAMME.

THE QUALIFYING REPORT (HAS) (HAS NOT) BEEN PREPARED BY AN INDIVIDUAL WHO (IS) (IS NOT) INDEPENDENT OF THE ISSUER AND WHO (IS) (IS NOT) A PROFESSIONAL ENGINEER OR GEOLOGIST.

THE ISSUER WILL HAVE NO MONEY OR OTHER MATERIAL LIQUID ASSETS OTHER THAN THOSE GENERATED BY SALE OF THE SECURITIES AND, ONCE THESE LIQUID ASSETS HAVE BEEN EXPENDED, WILL REQUIRE FURTHER FINANCING IF IT IS TO PROCEED WITH EXPLORATION AND DEVELOPMENT WORK ON THE EXPLORATION PROPERTY DESCRIBED IN THIS SHORT FORM PROSPECTUS.

THE FINANCIAL STATEMENTS OF THE ISSUER HAVE BEEN PREPARED BY AN INDIVIDUAL WHO (IS) (IS NOT) INDEPENDENT OF THE ISSUER AND WHO (IS) (IS NOT) A CHARTERED ACCOUNTANT.

THE FINANCIAL STATEMENTS ARE (AUDITED) (AUDITED FOR SOME PERIODS BUT NOT FOR OTHERS) (NOT AUDITED).

7. EXPLORATION PROPERTY

Short Designation and Official Designation	Location	Means of Access

8. ISSUER'S TITLE OR INTEREST IN EXPLORATION PROPERTY

Details of Ownership, Lease, Option, or Other Interests in Exploration Property Purchased or Intended to be Purchased.
Circumstances, if any, Which Might Adversely Affect Issuer's Interests in Exploration Property.

9. QUALIFYING REPORT RELATING TO EXPLORATION PROPERTY

REPORT RELATING TO EXPLORATION PROPERTY			
Name and Address of Author	Date of Report	Qualifications of Author	Interest of Author in Office with or Properties, or Securities of Issuer
Highlights of Report			
<u>History of Area and Property</u> <u>Topography</u> <u>Timber-Water-Power</u>		<u>General Geology</u> <u>Structural Geology</u> <u>Economic Geology</u>	

10. CONCLUSIONS, RECOMMENDATIONS AND BASIS OF QUALIFYING REPORT RELATING TO EXPLORATION PROPERTY

Conclusion
Recommendations Including Estimated Exploration Programme Budget
Basis of Qualifying Report

A COPY OF THE FULL TEXT OF THE QUALIFYING REPORT IS ON PUBLIC FILE AT THE OFFICES OF THE ONTARIO SECURITIES COMMISSION IN TORONTO.

11. CONSIDERATION PAID OR PAYABLE BY ISSUER TO VENDOR(S) FOR EXPLORATION PROPERTY

Name and Address Of Vendor	Property Interest Acquired by Issuer	Consideration Paid or Payable by Issuer To Vendor By Way of			
		Cash	Assumption of Debt	Securities of Issuer	Other
		(\$ amount)	(\$ amount)	(number)	(specify)

12. CONSIDERATION PAID OR PAYABLE TO OTHERS BY VENDOR IN RESPECT OF ACQUISITION AND SALE OF EXPLORATION PROPERTY

Name of Vendor ----- Name and Address of Other	Property Interest Acquired or Benefit Received by Vendor	Consideration Paid or Payable to Others by Vendor By Way Of			
		Cash (\$ amount)	Assumption of Debt (\$ amount)	Securities of Issuer (number)	Other (specify)

13. EXPLORATION MANAGER

Name	Qualifications and Experience

14. PROPOSED EXPLORATION AND DEVELOPMENT PROGRAMME

-----First Twelve Months-----		
Expected Commencement Date	Work Planned	Expected Progress Report Date
-----Second Twelve Months-----		
Expected Commencement Date	Work Planned	Expected Final Report Date

15. USE OF PROCEEDS AND EXPLORATION AND DEVELOPMENT PROGRAMME BUDGET

Expenditure Categories and Items	First Twelve Months		Second Twelve Months	
	\$	% Gross Proceeds	\$	% Gross Proceeds
Property Acquisition (Itemize)				
Exploration Programme : Budget (Itemize)				
Administration, Legal, Accounting and Other Expenses of Exploration (Itemize)				
Legal, Accounting and Other Expenses of Issue				
Commission Expense of Issue				
Expenditure Sub-totals	\$ _____	% _____	\$ _____	% _____
Gross Proceeds of Issue			\$ _____	% _____

Footnotes (if any):

16. PROMOTER(S)

Name(s) in Full; Home Address(es)	Occupation(s)		Office(s) Held	Remuneration(1)	
	Present	Last Five Years		Salary	Other

(1) Figures marked (P) show remuneration paid during last fiscal year and those marked (E) show remuneration estimated to be paid during the current fiscal year.

17. PROMOTER INTEREST, DIRECT AND INDIRECT, IN ISSUER'S EXPLORATION PROPERTY, SECURITIES (OPTIONS, WARRANTS) OR MATERIAL CONTRACTS

Promoter; Categories of Interest (list)	Particulars of Interest
Name of Promoter; Exploration Property Securities Options Warrants Material Contracts	

18. PROMOTER ASSOCIATION(S) WITH OTHER ACTIVE MINING, FINANCE EXPLORATION OR SERVICE ENTERPRISES

Enterprise Name and Nature of Business	Office(s) Held	Nature of Business	Current Status of Financing or Exploration and Development Programme(s)

19 . PROMOTER TRACK RECORD FOR PAST FIVE YEARS

Promoter; Number of Enterprises Promoted	Aggregate Financing to Date	Number of Commercial Discoveries	Number of Enterprises	
			Still Active	Not Active

20 . DIRECTORS AND OFFICERS

Names in Full; Home Addresses	Occupation(s)		Office(s) Held	Remuneration(1)	
	Present	Past 5 Years		Salary	Other

(1) Figures marked (P) show remuneration paid during last fiscal year and those marked (E) show remuneration estimated to be paid during the current fiscal year.

21 DIRECTOR AND OFFICER INTERESTS, DIRECT AND INDIRECT, IN ISSUER'S EXPLORATION PROPERTY, SECURITIES (OPTIONS, WARRANTS) OR MATERIAL CONTRACTS

Director or Officer; Categories of Interest (list)	Particulars of Interest
Name of Director or Officer;	
Exploration Property	
Securities	
Options	
Warrants	
Material Contracts	

22. DIRECTOR AND OFFICER ASSOCIATION(S) WITH OTHER ACTIVE MINING, MINING FINANCE, EXPLORATION AND SERVICE ENTERPRISES

Director or Officer; Enterprise Name(s)	Office(s) Held	Nature of Business	Director or Officer's Years of Experience	
			Mining	in Other (specify)

23. FINANCIAL STATEMENTS AND STATEMENT PREPARATION

Financial Statements Provided in Schedule Attached — (list)	Statement Dates	Audited or Not Audited	Name and Address of Reporting Auditor or, as applicable, of Officer Responsible for Preparation of Unaudited Statements

PROSPECTIVE PURCHASERS OF THE SECURITIES TO BE SOLD PURSUANT TO THIS SHORT FORM PROSPECTUS SHOULD NOTE THAT THE FINANCIAL STATEMENTS COMPILED IN SCHEDULE _____ MAY ALL BE UNAUDITED WHERE, AND ONLY WHERE, THE ISSUER HAS NOT COMPLETED A FINANCIAL YEAR.

24. FINANCIAL STRUCTURE

Selected Items Summarized from Financial Statements in Schedule _____.	Before Acquisition of Exploration Properties and Sale of Securities	After Acquisition of Exploration Properties and Sale of Securities
	Date	Date
Current Assets including Cash of _____.		
Current Liabilities		
WORKING CAPITAL:	\$ _____	\$ _____
All Other Assets		
TOTAL WORKING CAPITAL	\$ _____	\$ _____
AND OTHER ASSETS		
FINANCED BY		
Long Term Debt		
All Other Liabilities		
Capital Stock		
TOTAL LIABILITIES AND CAPITAL STOCK	\$ _____	\$ _____
Particulars of Current and Long Term Debts Owning or To Be Assumed-		
Nature of Debt	Amount	Due Date
		Rights and Priorities Relative to Securities Being Sold
-----Particulars of Capital Stock-----		
Classes of Securities	Number Authorized	Number Issued
		Rights and Obligations

25. REGISTRAR AND TRANSFER AGENT

Name	Address

26. NUMBER OF CAPITAL STOCK SECURITIES, HELD WITHOUT DUPLICATION, BY CONTROL PERSONS AND INSIDERS AND NUMBER ESCROWED, POOLED OR ISSUABLE UPON EXERCISE OF OPTIONS OR WARRANTS

Classes of Securities; Holder's Name; Office, if any, with Issuer	-----Number of Securities-----				Issuable Upon Exercise of Options (O) Warrants (W)
	Held by Control Person (s)	Held by Insider (s)	Escrowed (E) Pooled (P)		

27. PERCENTAGE OF TOTAL OUTSTANDING CAPITAL STOCK SECURITIES HELD, WITHOUT DUPLICATION, BY CONTROL PERSONS AND INSIDERS AND PERCENTAGE ESCROWED, POOLED OR ISSUABLE UPON EXERCISE OF OPTIONS OR WARRANTS

Classes of Securities; Holder's Name; Office, if any, with Issuer	-----Percent Outstanding Securities-----				Issuable Upon Exercise of Options (O) Warrants (W)
	Held by Control Person (s)	Held by Insider (s)	Escrowed (E) Pooled (P)		

28. SECURITIES PREVIOUSLY ISSUED FOR PROPERTY OR SERVICES

Class of Securities	Number of Securities Issued	Name of Recipient of Securities	Particulars of Property of Service Acquired

29. MATERIAL CONTRACTS

Parties	Date of Contract	Particulars of Contract

30. LEGAL PROCEEDINGS INSTITUTED OR CONTEMPLATED AND AFFECTING ISSUER

Parties	Date Instituted	Particulars of Action and Proceedings

31. ADDITIONAL INFORMATION REQUIRED SO THAT THERE WILL BE NO MISREPRESENTATION IN THIS SHORT FORM PROSPECTUS

--

32. CERTIFICATES

THE FOREGOING CONSTITUTES DISCLOSURE OF THE INFORMATION REQUIRED TO BE DISCLOSED UNDER FORM 14A OF THE REGULATIONS UNDER THE SECURITIES ACT, 1978 AND CONTAINS NO MISREPRESENTATION.

Chief Executive Officer

Chief Financial Officer

Director

Director

Promoter

TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING CONSTITUTES DISCLOSURE OF THE INFORMATION REQUIRED TO BE DISCLOSED UNDER FORM 14A OF THE REGULATIONS UNDER THE SECURITIES ACT, 1978 AND CONTAINS NO MISREPRESENTATION.

Underwriter

31. The said Regulation is amended by adding the following Form 15A thereto:

INFORMATION REQUIRED IN SUMMARY STATEMENT OF A MUTUAL FUND

General Instruction:

The Summary Statement is intended to be a concise, presentation in plain language of the information required. The requirements and the instructions relating thereto should be read in light of this intention and the presentation of such information in the Summary Statement should reflect this intention.

ITEM 1--Name and Incorporation of Issuer

State the full name of the issuer and the address of its head office and principal office. State the laws under which the issuer was formed, the manner and date of formation and the promoter, if any. If the issuer's name was changed during the past twelve months state its former name and the date on which it was changed.

ITEM 2--Description of Business

Briefly describe the business of the issuer.

ITEM 3--Risk Factors

(a) Where appropriate to a clear understanding by investors of the risk factors and speculative nature of the enterprise or of the securities being offered, an introductory statement shall be made on the first page summarizing the factors which make the purchase a risk or speculation. The information may be given in the body of the Summary Statement if an appropriate reference is made on the first page to the risks and the speculative or promotional nature of the enterprise and a cross reference is made to the place in the Summary Statement where the information is contained.

(b) Where there is a risk that purchasers of the securities offered may become liable to make an additional contribution beyond the price of the security, disclose any information or facts that may bear on the security holder's assessment of risk associated with the investment.

ITEM 4--Description of Shares Offered

(a) If shares are being offered, state the description or the designation of the class of shares offered and furnish all material attributes and characteristics including, without limiting the generality of the foregoing, the following information:

- (i) dividend rights;
- (ii) voting rights;
- (iii) liquidation or distribution of rights;
- (iv) pre-emptive rights;
- (v) conversion rights;
- (vi) redemption, purchase for cancellation or surrender provisions;
- (vii) liability to further calls or to assessment by the issuer; and
- (viii) provisions as to modification, amendment or variation of any such rights or provisions.

(b) If the rights of holders of such shares may be modified otherwise than in accordance with the provisions attaching to such shares or the provisions of the governing act relating thereto, so state and explain briefly.

Instructions:

1. This item requires only a brief summary of the provisions that are material from an investment standpoint. Do not set out verbatim the provisions attaching to the shares; only a succinct resume is required.
2. If the rights attaching to the shares being offered are materially limited or qualified by the rights of any other class of securities, or if any other class of securities ranks ahead of or equally with the shares being offered, include information regarding such other securities that will enable investors to understand the rights attaching to the shares being offered. If any shares being offered are to be offered in exchange for other securities, an appropriate description of the other securities shall be given. No information need be given, however, as to any class of securities that is to be redeemed or otherwise retired, provided appropriate steps to assure redemption or retirements have been or will be taken prior to or contemporaneously with the delivery of the shares being offered.

ITEM 5--Issuance of Other Securities

If securities other than shares are being offered, outline briefly the rights evidenced thereby.

Instructions:

The instructions to Item 3 apply to this item with due alteration for points of detail.

ITEM 6--Price of Securities on Sale or Redemption

(a) Describe briefly the method followed or to be followed by the issuer in determining the price at which its securities will be offered for sale and redeemed.

Instructions:

1. State the frequency with which the offering or redemption price is determined and the time when the price becomes effective.
2. Describe the rules used for the valuation of the issuer's assets and liabilities for the purpose of calculating net asset value.
3. Explain fully any difference in the price at which securities are offered for sale and the redemption price.

(b) State the sales charge expressed as a percentage of the total amount paid by the purchaser and as a percentage of the net amount invested in securities of the issuer. State the redemption charge, if any, expressed as a percentage of the redemption price.

Instructions:

1. If the sales or redemption charge varies on a quantity basis give particulars thereof indicating the quantities and the respective charges applicable thereto.
2. Indicate briefly any difference in the sales charge imposed upon the sale of securities in connection with the conversion or exchange of securities or the reinvestment of dividends and similar distributions.
3. In this form, "sales charge" includes all service charges including charges relating to such matters as cost of the establishment of a contractual plan and the cost of the continuing administration and maintenance of such a plan.
4. When giving particulars of the sales charge with respect to a contractual plan indicate when during the term of the plan the sales charge will be deducted.
5. Give particulars of the entitlement of the purchaser of a contractual plan to a refund of any sales charge incurred if the contractual plan is terminated during the term of such plan.

(c) Describe briefly any specific authorization or requirement to reinvest the proceeds of dividends or similar distributions in the issuer's securities.

(d) State the penalty, if any, for early redemption.

ITEM 7--Statement of Functions of Issuer and Distribution of Securities

(a) Give a concise statement of the manner in which the following functions of the issuer are performed and who is respon-

sible therefor, stating how such functions are co-ordinated and to the extent that any such functions are not performed by bona fide employees of the issuer, the names and addresses of the persons or companies responsible for performing such functions:

- (i) management of the issuer other than management of the investment portfolio;
- (ii) management of the investment portfolio;
- (iii) providing investment analysis;
- (iv) providing investment recommendations;
- (v) making investment decisions; and
- (vi) distribution of the securities offered.

(b) Refer the purchaser to the prospectus for information regarding the purchase and sale of the investment portfolio and brokerage arrangements relating thereto.

(c) Indicate the circumstances under which the management agreement may be terminated.

(d) Indicate conflicts of interest or potential conflicts of interest between the issuer and the persons and companies named in answer to (a).

Instructions:

1. Where an alternate address is listed, the Director may request that the home address in full be furnished to the Commission.
2. In giving information regarding distribution of securities the name and address of only the principal distributor need be given.
3. If one or more persons or companies performs more than one of the functions referred to in this item, so state, giving details of all functions so performed.

ITEM 8 - Management Fees:

- (a) Indicate the method of determining the amount of management fees and make a cross reference to the financial statements contained in or accompanying the Summary Statement for details as to the amount of management fees and other expenses, if any, which have been charged to the issuer.
- (b) Set out in tabular form in the body of the Summary Statement or by way of note to the financial statements contained in or accompanying the Summary Statement a record of management expense ratio comprising the aggregate of all fees and other expenses paid or payable by the issuer during each of the last five completed financial years as a percentage of average net assets under administration during each of those periods. Such disclosure should also include a brief description of the method of calculating the percentage and a statement that the management expense ratio may vary from mutual fund to mutual fund.

(c) State that any change in the basis of the calculation of management fees and other expenses which would or could result in an increase in charges to the issuer may be made only after having met the following security holders' approval requirements:

- (i) the approval of the change by a majority of the securities represented at a meeting by security holders in person or by proxy provided that such securities represent at least 10 per cent of the issued and outstanding securities of the issuer on the date notice of the meeting was mailed;
- (ii) the sending or delivery of a notice at least twenty-one days prior to such meeting, which notice shall include:
 - a. a description of the change proposed and the effect that it would have had on the management expense ratio had the change been in force throughout the immediately preceding financial year;
 - b. the date of the proposed implementation.

Instructions:

1. Where management fees are changed or are proposed to be changed and where such change would have had an effect on the management expense ratio for the most recent financial year, if the change had been in effect throughout that year, the effect of such change should be disclosed.
2. Where the financial year is other than a full year, the management expense ratio should be annualized, the period covered specified and a statement made that the management expense ratio is annualized.
3. For the purposes of this item, "average net assets" should be calculated to be the average of the net assets determined at each valuation date of the issuer, and the term "other expenses" means all other expenses incurred in the course of ordinary business relating to the organization, management and operation of the issuer with exception of the commissions and brokerage fees on the purchase and sale of portfolio securities and taxes of all kinds, other than penalties, to which the issuer is subject.
4. Where an issuer invests in another mutual fund the management expense ratio shall be calculated on the basis of those assets of the issuer on which a management fee is charged.
5. The financial statements contained in or accompanying the Summary Statement should set out in appropriate detail the amounts of the management fee and other expenses, if any, which have been charged to the issuer.

6. The basis or rates of charges levied against security holders rather than the issuer for special services such as trustee fees for registered retirement savings plans, redemption fees, conversion of investments from one fund to another within related mutual funds, or any other specific service charge to a class of investors, should be disclosed separately, in a single table in the body of the Summary Statement or in the financial statements and should not be included as part of the management expense ratio.

7. Paragraph c does not apply to an issuer which:

(i) contracts at arm's length for all its management services provided that the Summary Statement contains a statement that security holders' approval will not be sought before entering into a new agreement but they will be advised if it results in an increase; or

(ii) has no sales charge or redemption fee, if in lieu of security holders' approval, the Summary Statement contains a provision that security holders will be given 60 days' notice of any proposed increase.

ITEM 9--Investment Objectives and Practices

(a) Precisely state the investment objectives of the issuer.

(b) Where it is the policy or proposed policy of the issuer to engage in any of the following types of activities state the policy and the activity. Indicate which of the policies may not be changed without security holder approval.

- (i) the issuance of securities other than the securities offered;
- (ii) the borrowing of money;
- (iii) the underwriting of securities of other issuers;
- (iv) the concentration of investments in a particular class or kind of industry;
- (v) the purchase and sale of real estate;
- (vi) the purchase and sale of commodities or commodity futures contracts;
- (vii) the making of loans, whether secured or unsecured;
- (viii) the investment of a specific proportion of assets of the issuer in a specific type of security (for example, bonds, preferred shares, money market instruments);
- (ix) the investment of more than 10 per cent of the assets of the issuer in the securities of any one company;
- (x) the investment in more than 10 per cent of the securities of any one company;
- (xi) the investment in securities of companies for the purpose of exercising control or management;
- (xii) the investment in securities of investment companies or other mutual funds;

- (xiii) the purchase or sale of mortgages;
- (xiv) the purchase of securities on margin or selling short;
- (xv) the investment in securities which are not fully paid;
- (xvi) the investment in illiquid securities and securities subject to restriction on resale;
- (xvii) the investment in foreign securities;
- (xviii) the investment in gold or gold certificates;
- (xix) the pledging, mortgaging or hypothecating of the issuer's assets;
- (xx) the sale or purchase of portfolio securities to or from directors or officers of the issuer or of the manager;
- (xxi) the guaranteeing of securities or obligations of any issuer;
- (xxii) the purchase of options, rights and warrants;
- (xxiii) the writing of covered or uncovered clearing corporation options;
- (xxiv) the investment in a security which may require the purchaser to make an additional contribution beyond the price of the security;

Instructions:

1. Aims such as long-term capital appreciation or current income and the types of securities in which the issuer will invest should be described.
2. It is not necessary to state the policy or list an activity in which the issuer has not and does not propose to be engaged.
3. For the purposes of clause vii, the purchase of debt securities for investment purposes is not to be considered the making of a loan by the issuer.
4. For the purposes of clause xvi, where the issuer invests in securities subject to restriction on resale, describe how the securities are to be valued in the determination of net asset value of the fund.

ITEM 10--Dividend Records

State, in the body of the Summary Statement or by way of note to the financial statements contained in or accompanying the Summary Statement, the amount of dividends or other distributions, if any, paid by the issuer including income beneficially received by way of dividend reinvestment during its last five completed financial years preceding the date of the Summary Statement. This information may alternatively be presented in the financial statements contained in, or accompanying, a Summary Statement.

Instructions:

Dividends should be set out on a per security basis, shown separately for each class of security in respect of each of the financial years. Appropriate adjustments shall be made to reflect changes in capitalization during the period.

ITEM 11--Legal Proceedings

Briefly describe any legal proceedings material to the issuer to which the issuer is a party or of which any of its property is the subject. Make a similar statement as to any such proceedings known to be contemplated.

Instructions:

Include the name of the court or agency, the date instituted, the principal parties thereto, the nature of the claim, the amount claimed, if any, whether the proceedings are being contested and the present status of the proceedings.

ITEM 12--Tax Status of Securityholder

State in general terms the income tax consequences to the holders of the securities offered hereby of

- (a) any distribution to such holders in the form of dividends or otherwise, including amounts beneficially received by way of investment;
- (b) redemption;
- (c) sale;
- (d) transfer to another mutual fund, if applicable.

ITEM 13--Auditors, Transfer Agents and Registrars

- (a) State the name and address of the auditor of the issuer.
- (b) Where shares are offered, state the names of the issuer's transfer agents and registrars and the location (by municipalities) of the registers of transfers of each class of shares of the issuer. Where securities other than shares are offered, state the location (by municipalities) of each register on which transfers of such securities may be recorded.

ITEM 14--Provision of Prospectus

State that a copy of the prospectus which was filed with the Summary Statement will be provided to the purchaser on request.

ITEM 15--Certificate

State that the public files of The Ontario Securities Commission contain a certificate that was filed at the same time as the current prospectus was filed and signed by the same persons who signed the certificate in the prospectus under subsection 1 of section 57 of the Act which certificate states that the Summary Statement continues to contain no untrue statement of a material fact and does not omit to state a material fact that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

32. The auditor's report to accompany Form 29 of the said Regulation is revoked and the following substituted therefor:

AUDITOR'S REPORT TO ACCOMPANY FORM 29

To the Directors _____

We have examined the financial statements of _____

_____ as at _____

and reported thereon to the shareholders under date of _____.

Our examination was made in accordance with generally accepted auditing standards for the purpose of forming an opinion on the financial statements taken as a whole. Parts of the information contained in Form 29 are drawn from financial records examined by us in the course of our audit but certain statistical data therein is drawn from records which were not included in our examination. Therefore we are unable to and do not express any opinion on the contents of Form 29. We have, however, read Form 29 which has been compiled by the Company.

We have no reason to believe that there are any misrepresentations in the information contained in Form 29 that is derived from the financial statements upon which we reported or that is within our knowledge as a result of our audit of such financial statements.

Chartered Accountants

RE: DISTRIBUTION OF SECURITIES BY
WAY OF DIVIDEND IN SPECIE

Recently, a publicly-held corporation having its head office in Ontario declared a dividend in specie pursuant to which its shareholders received common shares of a subsidiary corporation. Neither the parent nor the subsidiary corporation was a reporting issuer within the meaning of The Securities Act, 1978.

The Commission takes the view that in the circumstances described, an illegal distribution to the public has occurred. Reference is made to Section 34(1)13 and Section 71(1)(g) of the Act which provide for exemption from the registration and prospectus requirements of the Act where the securities of a reporting issuer are distributed by an issuer as a dividend in specie.

After declaration of the dividend in this particular case, the principals of the corporations involved agreed that the subsidiary will become a reporting issuer by filing a prospectus pursuant to Section 52(2) of the Act, and no further action by the Commission is anticipated. However, future transactions of this nature which are undertaken without compliance with the Act may lead to the imposition of appropriate sanctions.

SUPPLEMENT "X-4" TO WEEKLY SUMMARY, WEEK ENDING
14TH DECEMBER, 1979.

REPRODUCTION OF BILL 156 IN THE WEEKLY SUMMARY
FOR NOVEMBER 30TH, 1979

The Commission regrets that there was an error in the reproduction of new clause 88(2)(d) as it appeared in the Weekly Summary for November 30th. As adopted by the Legislature, this clause reads:

- (d) it involves the acquisition of not more than 5 per cent of the voting securities of the offeree company but the aggregate number of voting securities acquired by the offeror, his associates or affiliates within any period of twelve consecutive months in reliance on the exemption provided by this clause shall not, when aggregated with acquisitions made under clause *a* during the same twelve-month period, exceed 5 per cent of the outstanding voting securities of the offeree company at the beginning of the period, and this clause does not apply to any purchase of voting securities in which there is a published market if that purchase is effected above the market price at the date of purchase plus reasonable brokerage fees or other commission; or

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ONTARIO SECURITIES COMMISSION

W E E K L Y S U M M A R Y

WEEK ENDING 27TH DECEMBER, 1979

WE DRAW YOUR ATTENTION TO THE FOLLOWING ITEMS:

NOTICE I THE SECURITIES AMENDMENT ACT, 1979
COMING INTO FORCE

NOTICE II STATISTICS OF FILINGS 1978/79
NOVEMBER 1979

NOTICE III STATISTICS OF FILINGS 1978/79
OCTOBER 1979

NOTICE IV STATISTICS OF FILINGS 1978/79
SEPTEMBER 1979

SUPPLEMENT "C" NATIONAL POLICY NO. 31,
CHANGE OF AUDITOR OF A REPORTING
ISSUER

Attached as Supplement "C" is new
national policy No. 31. Please
insert this policy in your policy
manual.

SUPPLEMENT "X" REGULATION OF FINANCIAL FUTURES
CONTRACTS

- 2 A -

NOTICE I

THE SECURITIES AMENDMENT ACT, 1979;
COMING INTO FORCE

Her Honour, the Lieutenant Governor has, by proclamation, named 1 January 1980 as the day The Securities Amendment Act, 1979 comes into force.

NOTICE II

STATISTICS OF FILINGS 1978/79Comparative monthly and cumulative dollar value of
financial filings accepted NOVEMBER, 1979

	MONTH				CUMULATIVE			
	1978		1979		1978		1979	
	<u>Equity</u>	<u>Debt</u>	<u>Equity</u>	<u>Debt</u>	<u>Equity</u>	<u>Debt</u>	<u>Equity</u>	<u>Debt</u>
		\$000				\$000		
<u>Prospectuses</u>								
Exploration	330	-	21,990	-	6,724	-	44,094	-
Mining	5,005	-	2,076	-	61,946	-	471,653	100,000
Industrial	184,185	25,000	30,518	3,500	781,374	815,316	1,579,483	565,263
Finance Companies	20,000	-	-	3,000	64,825	315,125	-	38,000
*Miscellaneous	5,842	-	13,860	-	35,780	9,150	95,867	-
Sub total	215,362	25,000	68,444	6,500	950,649	1,139,591	2,191,097	703,263
Statement of Material Facts	-	-	975	-	3,652	-	7,736	-
Sub total	-	-	975	-	3,652	-	7,736	-
Private Placements (F.11) (F.12)	472,779 21,303	56,150 -	227,613 1,362	75,394 662	1,676,751 90,148	1,470,186 11,512	1,610,655 570,714	885,980 71,973
Sub Total	494,082	56,150	228,975	76,056	1,766,899	1,481,698	2,181,369	957,953
Total	709,444	81,150	298,394	82,556	2,721,200	2,621,289	4,380,202	1,661,216

*Real Estate Investment Trusts, Tax Shelter Vehicles, Limited Partnerships, etc.,

NOTICE III

STATISTICS OF FILINGS 1978/79

Comparative monthly and cumulative dollar value of
financial filings accepted OCTOBER, 1979

	MONTH			CUMULATIVE		
	1978	1979		1978	1979	
	<u>Equity</u>	<u>Debt</u>	<u>\$000</u>	<u>Equity</u>	<u>Debt</u>	<u>\$000</u>
<u>Prospectuses</u>						
Exploration	500	-		6,394	-	22,104
Mining	-	-		56,941	-	469,577
Industrial	80,000	2,000		597,189	790,316	1,548,965
Finance Companies	-	-		44,825	315,125	561,763
*Miscellaneous	12,850	23,271		29,938	9,150	35,000
Sub total	<u>93,350</u>	<u>2,000</u>		<u>735,287</u>	<u>1,114,591</u>	<u>2,122,653</u>
Statement of						
Material Facts	300	-		3,652	-	6,761
Sub total	<u>300</u>	<u>-</u>		<u>3,652</u>	<u>-</u>	<u>-</u>
Private Placements						
(F.11)	490,912	70,958		1,203,972	1,414,036	1,383,042
(F.12)	290	702		68,845	11,512	569,352
Sub Total	<u>491,202</u>	<u>71,660</u>		<u>1,272,817</u>	<u>1,425,548</u>	<u>1,952,394</u>
Total	<u>584,852</u>	<u>71,660</u>		<u>2,011,756</u>	<u>2,540,139</u>	<u>4,081,808</u>
						<u>1,578,658</u>

*Real Estate Investment Trusts, Tax Shelter Vehicles, Limited Partnerships, etc.,

NOTICE IV

STATISTICS OF FILINGS 1978/79

Comparative monthly and cumulative dollar value of financial filings accepted SEPTEMBER 30th, 1979

	MONTH		1979		1978		CUMULATIVE	
	1978	1979	Debt	Equity	Debt	Equity	Debt	Equity
	Equity	Equity	\$000	\$000	\$000	\$000	1979	1979
							Debt	Equity
<u>Prospectuses</u>								
Exploration	1,000	1,282	----	5,894	----	12,719	----	----
Mining	2,000	43,840	----	56,941	----	463,477	100,000	100,000
Industrial	193,150	399,363	235,000	517,189	790,316	1,548,965	559,763	559,763
Finance Companies	44,825	----	----	44,825	315,125	----	35,000	35,000
*Miscellaneous	3,100	25,110	----	17,088	9,150	58,736	----	----
Sub total	244,075	1,092,882	235,000	641,937	1,114,591	2,083,897	694,763	694,763
Statement of	200	----	----	3,352	----	3,711	----	----
Material Facts								
Sub total	200	----	----	3,352	----	3,711	----	----
Private Placements								
(F.11)	185,138	157,353	16,951	713,060	1,343,078	1,271,682	781,266	781,266
(F.12)	278	17,013	128	68,555	10,810	568,774	71,310	71,310
Sub Total	185,416	174,366	17,079	784,967	1,353,888	1,840,456	852,567	852,567
Total	429,691	1,267,248	252,079	1,426,904	2,468,479	3,928,064	1,547,339	1,547,339

*Real Estate Investment Trusts, Tax Shelter Vehicles, Limited Partnerships, etc.,

CEASE TRADING ORDERS

CANADIAN OCCIDENTAL PETROLEUM LTD.

Upon it appearing to the Ontario Securities Commission ("Commission") that:-

- (a) there has been a material change in the affairs of Canadian Occidental Petroleum Ltd. in that the Peruvian government published decrees on 7th December, 1979, establishing the bases for the re-negotiation of petroleum contracts and the Peruvian income taxes applicable under renegotiated contracts and the preambles to the laws recite that existing contracts should be renegotiated;
- (b) in early 1978, Occidental Petroleum Corporation agreed to assign to Canadian Occidental Petroleum Ltd. 25% of its interest, equal to a 21% participating interest in a contract with respect to a secondary recovery project in 11 established producing oil fields in Talara, Peru, subject to the approval of the Peruvian government;
- (c) Canadian Occidental Petroleum Ltd. has requested the Commission to prohibit trading in the securities of the company pending public disclosure and adequate dissemination of the material change;

And upon it appearing to the Commission to be in the public interest to make this order;

The Commission ordered that all trading in the securities of Canadian Occidental Petroleum Ltd. shall cease 14th December, 1979, for a period of fifteen days hereafter unless sooner varied or rescinded.

. . .

The order made by the Commission on 14th December, 1979, prohibiting trading in the securities of Canadian Occidental Petroleum Ltd., except with respect to "when issued" trading of 10% convertible debentures for which a receipt for a prospectus was issued on 4th December, 1979, is rescinded 14th December, 1979, so that the cease trading order remains in effect with respect to "when issued" trading of 10% convertible debentures of Canadian Occidental Petroleum Ltd.

. . .

The order made by the Commission on 14th December, 1979, with respect to the continuance of the cease trading order of the same date, with respect to "when issued" trading of 10% convertible debentures of Canadian Occidental Petroleum Ltd. is rescinded 18th December, 1979.

ONTARIO TEACHERS MORTGAGE FUND

The cease trading order dated 5th December, 1979, was continued 19th December, 1979, pending the Fund complying with Part XVII of The Securities Act, 1978.

OXFORD DEVELOPMENT GROUP LIMITED

At the request of Oxford Development Group Limited (the "Company"), pending an announcement relating to the Company's affairs,

The Commission has ordered, pursuant to S.123(1) of The Securities Act, 1978, that all trading in the securities of the Company shall cease 20th December, 1979. This order shall expire at 10.00.a.m. on 21st December, 1979, unless earlier extended, varied or rescinded.

DECISIONS, DIRECTIONS, ORDERS AND RULINGS

AMOSKEAG COMPANY

UPON the application of Amoskeag Company under Section 73 of The Securities Act, S.O. 1978, Chapter 47 the Ontario Securities Commission ruled that the issuance of shares of Common Stock of Amoskeag Company to those holders of shares of Common Stock of Fanny Farmer Candy Shops, Inc. resident in the Province of Ontario, pursuant to an Agreement of Merger dated November 7, 1979 by and among Fanny Farmer Candy Shops, Inc. Amoskeag Company and F F Merger Corp. a wholly owned subsidiary of Amoskeag Company and a Plan of Merger dated November 7, 1979 by and between Fanny Farmer Candy Shops, Inc. and F F Merger Corp. shall not be subject to Section 24 or Section 52 of The Securities Act, S.O. 1978, Chapter 47 on the following conditions:

1. That all material, including amendments, sent to holders of shares of Common Stock of Fanny Farmer Candy Shops, Inc. resident in the United States of America in connection with the Agreement of Merger and the Plan of Merger shall be sent to those holders of shares of Common Stock of Fanny Farmer Candy Shops, Inc. resident in the Province of Ontario.
2. That the material referred to in Paragraph 1 above shall be filed with the Ontario Securities Commission.

BELDING-CORTICELLI LIMITED

Upon the application of Belding-Corticelli Limited for an order exempting it in part from the requirements of S.76 of The Securities Act, 1978, the Ontario Securities Commission ordered, pursuant to S.79(b)(iii) of that Act, that Belding-Corticelli Limited is exempted in part from the requirements of S.76 of that Act in that it need not file an interim financial statement for the period ending 30th September, 1979.

CAMPEAU CORPORATION

UPON the application to the Ontario Securities Commission "(Commission)" pursuant to Section 73 by Donald Cresswell and pursuant to Section 99 of the Act by the Corporation, Robert Campeau Holdings Inc. and Robert Campeau for a Ruling and an Order that certain intended trades shall be deemed not to constitute a distribution and, further, that the Corporation be exempt from certain requirements of Part XIX of the Act;

AND UPON reading the Application of the Corporation filed and the recommendation of counsel for the Commission;

AND UPON the Commission being of the opinion that to so rule would not be prejudicial to the public interest;

IT IS RULED that a trade in the no par value non-redeemable common shares ("Common Shares") of the Corporation by an employee of the Corporation other than Robert Campeau which employee is a party to a certain buy-sell agreement ("Agreement") entered into in October, 1977 and more particularly described in the Application filed shall not be and is deemed not to be a distribution and that registration shall not be and is not required in respect of any such trade so long as the following conditions are satisfied:

1. that the parties to the Agreement including the Corporation file such insider trading reports as may from time to time be required under Sections 102, 103 or 104 of the Act, respecting their acquisitions and dispositions of Common Shares of the Corporation;
2. that every information circular and every annual and quarterly financial statement of the Corporation disclose the number of Common Shares purchased by it in the preceding reporting period including the average price paid for such shares;
3. that the Corporation remain a reporting issuer in good standing under the Act and file all documents required of it under The Business Corporations Act (Ontario), The Corporations Information Act, 1976 and the Act as the same may be amended from time to time, within the time limits prescribed therefor; and

4. that Robert Campeau remain the beneficial owner directly or indirectly of voting shares of the Corporation carrying at all times sufficient votes to entitle Robert Campeau to elect a majority of the Directors of the Corporation.

AND IT IS ORDERED that trades between

- (1) Robert Campeau and the other parties to the Agreement including the Corporation and
- (2) Robert Campeau Holdings Inc. and the other parties to the Agreement including the Corporation

be and the same are exempt from the requirements of Sections 89 and 90 of the Act and provided that if any of the parties to the Agreement makes a takeover bid that would, apart from this order, be exempted from the requirements of Part XLX by virtue of clause 88(2) (c) of the Act, such a takeover bid will be subject to section 91 of the Act.

CARIBBEAN CEMENT COMPANY LIMITED

Upon it appearing to the Ontario Securities Commission ("the Commission") that

- (a) Caribbean Cement Company Limited (the "Company"), is a public company incorporated under the laws of Jamaica whose ordinary stock units are listed and traded on the Jamaica Stock Exchange;
- (b) approximately one-half of one percent of the Company's issued and outstanding ordinary stock units are registered in the names of forty-four residents of Ontario; and
- (c) Jamaica National Investment Company Limited ("JNIC") proposes to make a take-over bid for the ordinary stock units of the Company in compliance with the laws of Jamaica;

AND UPON the Commission being of the opinion that it would not be prejudicial to the public interest to make the within order;

THE COMMISSION HAS THEREFORE ORDERED that JNIC shall be exempt from the requirements of Part XIX of The Securities Act, 1978 in respect of its proposed take-over bid for the ordinary stock units of the Company, on condition that its Offer to Purchase, and the Company's Directors' Circular, both prepared in accordance with the laws of Jamaica, be sent to the shareholders of ordinary stock units of the Company who are residents of Ontario.

EXEMPT PURCHASERS

The Commission renewed the exemption under S.34(1)4 of The Securities Act, 1978, with respect to each of the undermentioned, for the ensuing twelve months:

- Pension Fund Society of The Royal Bank of Canada
- The Trustees of Canada Packers Limited Profit Sharing Plans
- The Trustees of Canada Packers Retirement Plan Trusts

FISCON INVESTMENT FUND TRUST

Upon the application to the Ontario Securities Commission (the "Commission") pursuant to S.61(5) of The Securities Act, 1978, ("the Act") by Fiscon Investment Fund Trust ("Fiscon") for an order that the time provided in clause 61(2)(c) of the Act for obtaining a receipt for a prospectus be extended, the Commission ordered that the time for obtaining a receipt in respect of the prospectus of Fiscon be extended until 29th February, 1980.

FRANCANA OIL & GAS LTD.
AND
CANADIAN MERRILL LTD.

UPON the application of counsel for Francana Oil & Gas Ltd. ("Francana") filing an application for the within order, and the Commission being of the opinion that to make the Order sought would not be prejudicial to the public interest;

IT IS ORDERED that the Order of the Commission dated September 12, 1979 and styled "In the Matter of The Securities Act R.S.O. 1970, Chapter 426, and Amendments thereto and In the Matter of The Securities Act, 1978, S.O. 1978, Chapter 47 and In the Matter of Francana Oil & Gas Ltd. and Canadian Merrill Ltd" is hereby amended by striking out paragraph lettered (b) and substituting therefor the following paragraph

"(b) the day (the "Distribution Date") upon which Francana is required under the Offer to take-up and pay for the common shares of Merrill deposited in acceptance of the Offer or to abandon the Offer shall be a date not later than March 31, 1980; and"

The Order of September 12, 1979 is in all other respects ratified and confirmed.

HOJ INDUSTRIES LTD.

UPON application under Section 73 of The Securities Act, 1978 (the "Act") by Linblasco Investments Limited, the Ontario Securities Commission ruled that the proposed distribution of up to 100,000 common shares of HOJ Industries Ltd. ("HOJ") to the eleven employees of HOJ named in Schedule "A" to this ruling is not subject to Section 24 or Section 52 of the Act.

SCHEDULE "A"

John E. Sherrer

Daryl Wilkins

Ronald W. Dobor

Ivor Walsh

Gordon Townrow

Wayne Popert

Steven J. Armstrong

Donald Smelser

Edward M. McGovern

Graham Magee

Bruce A. Taylor

IMPERIAL GENERAL PROPERTIES LIMITED

UPON the application of John Andrachuk, H. Kenneth Brown and Ian MacGregor (the "Applicants") to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection (2) of Section 119 of The Business Corporations Act (the "OBCA"), in connection with a meeting (the "Meeting") of the holders of cumulative redeemable Class A shares having a par value of \$25.00 each and holders of cumulative redeemable Class B shares having a par value of \$1.00 each of Imperial General Properties Limited (the "Company") to be held on Saturday, January 19, 1980 to elect three directors to the board of the Company, the Commission ordered that

1. the management of the Company is exempted from the requirements of Section 117 and subsection 1 of Section 118 of OBCA; and
2. the Applicants are exempted from the requirements of subsection 1 of Section 118 of the OBCA on condition that the Applicants deliver or send to each shareholder of the Company whose proxy they solicit an Information Circular substantially similar to the draft Information Circular dated December 21, 1979 reviewed by Commission staff and forming part of the record of this application.

IN THE MATTER OF A FEATURE LENGTH
MOTION PICTURE FILM ENTITLED
"CRIES IN THE NIGHT"

UPON the application of counsel on behalf of Incident at North Hampton Productions Ltd. (the "Issuer") under Section 73 of The Securities Act, S.O. 1978, C.47 the Ontario Securities Commission ruled that trades resulting from the offer of units of interest in a feature length motion picture film entitled "Cries in the Night" pursuant to this ruling shall not be subject to Section 24 or Section 52 of The Securities Act, S.O. 1978, C.47 on the following terms and conditions:

1. That solicitation of prospective purchasers and sales of units shall be made only by the Issuer.
2. That solicitations shall be made to not more than a total of seventy-five prospective purchasers and sales to not more than fifty purchasers in respect to all units sold pursuant to this ruling.
3. That each unit shall be purchased for consideration of not less than \$25,000 and no purchaser shall purchase less than one whole unit.
4. That each purchaser shall have access to substantially the same information concerning "Cries in the Night" that a prospectus would provide and is an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a registered adviser or a registered dealer, is able to evaluate the investment on the basis of the information respecting it presented to him.
5. That the offer and sale of units shall not be accompanied by an advertisement and no selling or promotional expenses shall be incurred in connection therewith except for professional services or for services performed by a registered dealer.

AND IT IS RULED that Sections 71(3), 71(4) and 143(2) of The Securities Act, S.O. 1978, C.47 and Section 20 of the Regulations under said Act shall apply to the offer and sale of said units as if they were being offered and sold pursuant to Section 71(1)(p) of The Securities Act, S.O. 1978, C.47.

IN THE MATTER OF TWO TELEVISION SHOWS TO
BE PRODUCED UNDER THE TITLE "THE PALACE
PRESENTS"

UPON the application of Palace Television Productions Inc. under Section 73 of The Securities Act, 1978, the Ontario Securities Commission ruled that trades resulting from the offer and sale by Wilks & Close Productions Inc. and Messrs. R. David Close and Wendell G. Wilks of units in two television shows produced under the title "The Palace Presents" shall not be subject to Section 24 or 52 of The Securities Act, 1978, subject to the following terms and conditions:

1. That solicitation of prospective purchasers and sales of units shall be made only by Filmtrust Securities of Canada Limited;
2. That solicitations shall be made to not more than a total of fifty prospective purchasers and sales shall be made to not more than a total of twenty-five purchasers in respect to all units;
3. That each purchaser purchases as principal and all of the purchases are completed within a period of six months of the first purchase;
4. That each purchaser shall be supplied with an offering memorandum as defined in Section 20 of Regulation 478/79;
5. That each purchaser is an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a registered adviser or a registered dealer, is able to evaluate "The Palace Presents" on the basis of the information respecting it presented to him;
6. That the offer and sale of units shall not be accompanied by an advertisement and no selling or promotional expenses shall be incurred in connection therewith except for professional services or services performed by a registered dealer.

AND IT IS RULED that trades effected pursuant to this ruling shall be deemed to have been and shall be treated in all respects as if they had been made under Section 71(1)p of The Securities Act, 1978.

LINK HARDWARE COMPANY LTD.

Upon the application to the Ontario Securities Commission (the "Commission") by Link Hardware Company Ltd. ("Link") for a ruling pursuant to the provisions of S.73 of The Securities Act, 1978, ("the Act") with respect to a proposed distribution of securities, the Commission ruled that the issuance by Link of common and redeemable first preference shares of Link from Treasury in the amounts and to the persons identified in Schedule "A" set out below, is deemed not to be a distribution to the public of the said securities and that no registration is required to effect the said transactions subject to the following conditions:

1. no person acquiring shares pursuant to this ruling shall dispose of all or any part thereof without the prior written consent of this Commission;
2. Link shall provide a copy of this ruling to each investor, drawing their attention specifically to the provisions of condition No. 1.

SCHEDULE "A"

BARRETT, LES B., BARRETT, MARY AND BARRETT, DONALD
41 KING STREET
DRYDEN, ONTARIO
P8N 1B4

55 First Preference Shares

BOB'S CONSTRUCTION COMPANY LIMITED
BOX 333
RED LAKE, ONTARIO
P0V 2M0

715 First Preference Shares

NEW DRYDEN LUMBER COMPANY LIMITED
BOX 848
205 DUKE STREET
DRYDEN, ONTARIO

808 First Preference Shares

LES B. BARRETT, MARY BARRETT AND DONALD BARRETT
41 KING STREET
DRYDEN, ONTARIO
P8N 1B4

200 Common Shares

BOB'S CONSTRUCTION COMPANY LIMITED
BOX 333
RED LAKE, ONTARIO
POV 2M0

200 Common Shares

CEBRARIO HARDWARE & BUILDING SUPPLIE
618 WINNIPEG STREET
SCHRIEBER, ONTARIO
POT 2S0

200 Common Shares

406403 ONTARIO LTD.
313 GRENVILLE AVENUE
THUNDER BAY, ONTARIO

200 Common Shares

METRO-MATIC SERVICES LIMITED

Upon the application of Metro-Matic Services Limited for an order under S.1(9) of The Business Corporations Act deeming Metro-Matic Services Limited to have ceased to be offering its securities to the public, the Ontario Securities Commission ordered that Metro-Matic Services Limited is deemed to have ceased to be offering its securities to the public as of 19th December, 1979, so long as Metro-Matic Services Limited makes no new offering of its securities to the public.

NAPLES FEDERAL SAVINGS AND LOAN ASSOCIATION

Upon the application of Naples Federal Savings and Loan Association ("Naples") under S.73 of The Securities Act, 1978, ("the Act"), the Ontario Securities Commission ("Commission") ruled that the granting by Naples of non-transferable subscription rights to those of its eligible account holders resident in the Province of Ontario pursuant to a Plan of Conversion to convert Naples from a mutual to a stock form of organization and the issuance and sale of shares of common stock pursuant to the exercise of such subscription rights by eligible account holders resident in the Province of Ontario shall not be subject to S.24 or S.52 of the Act, on the following conditions:

1. That Naples shall send to each eligible account holder resident in the Province of Ontario the same information in connection with the Plan of Conversion that it sends to eligible account holders resident in the United States of America.
2. That the information referred to in Paragraph 1 above shall be filed with the Commission.

OTTER DORCHESTER MUTUAL INSURANCE COMPANY

Upon it appearing to the Ontario Securities Commission ("the Commission") that

- (a) Otter Dorchester Mutual Insurance Company (the "Company"), now a cash-mutual corporation, proposes to apply to the Lieutenant Governor of the Province of Ontario for the issue of Supplementary Letters Patent converting it into a joint stock insurance corporation in the manner provided for in The Corporations Act;
- (b) in connection with the conversion of a cash-mutual corporation to a joint stock insurance corporation, The Corporations Act confers upon members of the corporation priority in subscribing to the capital stock of the corporation and the Company will accordingly offer stock to its members; and
- (c) the financial and other information to be given to the members of the Company in connection with their consideration of the application for conversion and the offering of stock will provide disclosure comparable to that provided by a prospectus under The Securities Act, 1978;

AND UPON the Company having undertaken to the Commission that on or before March 15, 1980 it will acquire the status of a reporting issuer under The Securities Act, 1978 and that during the period between the date of this Ruling and March 15, 1980 it will comply with all of the obligations imposed upon reporting issuers by that Act;

AND UPON the Commission being satisfied that to make the within Ruling would not be prejudicial to the public interest;

THE COMMISSION HAS THEREFORE RULED, relying specifically on the above-mentioned undertaking of the Company in so doing, that the offering, allotment and issue by the Company to its policyholders of shares in the capital stock of the Company, and the first trade in those shares following their allotment and issue, shall be exempt from the requirements of section 52 of The Securities Act, 1978.

Q BROADCASTING LTD.

Upon it appearing to the Ontario Securities Commission ("the Commission") that

- (a) Q Broadcasting Ltd. ("Q") is a public company incorporated under the laws of British Columbia whose non-voting class A shares are listed on the Vancouver Stock Exchange;
- (b) less than one-half of one percent of the issued and outstanding class A shares are registered in the names of ten residents of Ontario; and that
- (c) Q proposes to make an issuer bid for its publicly-held class A shares and in connection with that bid proposes to comply with the laws of British Columbia relating to take-over bids as if such laws were applicable to issuer bids;

AND UPON the Commission being of the opinion that it would not be prejudicial to the public interest to make the within Order;

THE COMMISSION HAS THEREFORE ORDERED THAT Q shall be exempt from the requirements of Part XIX of The Securities Act, 1978 in respect of its proposed issuer bid for its publicly-held class A shares, on condition that the circular to be sent by Q to its shareholders resident in British Columbia be sent to its shareholders resident in Ontario.

THOMAS NATIONWIDE TRANSPORT LIMITED

Upon it appearing to the Ontario Securities Commission ("the Commission") that

- (a) Thomas Nationwide Transport Limited ("TNT") is a public Company incorporated under the laws of Australia whose stock units are listed and traded on stock exchanges in Australia and in Canada;
- (b) approximately 5,000 of the approximately 80,000,000 issued stock units of TNT are registered in the names of twenty-three residents of Ontario; and
- (c) TNT proposes to offer to its stockholders options, at A\$.01 per option, to acquire rights to subscribe for stock units of TNT at A\$1.80 per unit, all in compliance with the applicable laws of Australia;

AND UPON the Commission being satisfied that it would not be prejudicial to the public interest to make the within Ruling;

THE COMMISSION HAS THEREFORE RULED THAT

- (i) the offer by TNT of the above-mentioned options to its stockholders resident in Ontario,
- (ii) upon exercise of such options, the issue by TNT of rights to subscribe for its stock units,
- (iii) upon exercise of such rights, the issue by TNT of its stock units, and
- (iv) if and when the first trade in such stock units takes place after March 14, 1981, such first trades,

are not subject to section 24 or section 52 of The Securities Act, 1978, on condition that the offering documents to be sent by TNT to its stockholders resident in Australia in respect of the foregoing matters in compliance with the applicable laws of Australia be sent to its stockholders resident in Ontario.

YVANEX DEVELOPMENTS LIMITED

Note:

On 28th June, 1979, under S.59 of The Securities Act, R.S.O. 1970, C.426, as amended, the Ontario Securities Commission ruled that the granting of an option by Yvanex Developments Limited to Westfield Securities Limited as to 50,000 shares and the exercising of the said option by the optionee would not be deemed to be a distribution to the public and registration would not be required in respect thereto.

* * * * *

UPON the application of Westfield Securities Limited under Section 73 of The Securities Act, S.O. 1978, Chapter 47, as amended, the Ontario Securities Commission ruled:

1. that the transfer of an option previously granted by Yvanex Developments Limited to Westfield Securities Limited as to 50,000 shares, from Westfield Securities Limited to 231380 Holdings Ltd., and the exercise of the said option by 231380 Holdings Ltd. are not subject to section 24 or 52;
2. that any shares of Yvanex Developments Limited acquired by 231380 Holdings Ltd. pursuant to the exercising of the said option shall not be resold except in accordance with the following conditions:
 - (a) the seller shall file with the Ontario Securities Commission, at least seven days and not more than fourteen days prior to the commencement of any sale;

- (i) a notice of intention specifying the number of shares of Yvanex Developments Limited to be sold, the method of distribution and the particulars of any control position in Yvanex Developments Limited known to it, and
- (ii) a certificate signed by Ronald A. Brimacombe on behalf of 231380 Holdings Ltd. as at a date not more than twenty-four hours prior to its filing, stating:

"The undersigned hereby represents that it has no knowledge of any material change which has occurred in the affairs of Yvanex Developments Limited which has not been generally disclosed and reported to the Ontario Securities Commission nor has it any knowledge of any other material adverse information in regard to the current and prospective operations of Yvanex Developments Limited which has not been generally disclosed."

- (b) that 231380 Holdings Ltd. shall not make any unusual effort to prepare the market or to create a demand for any of said shares of Yvanex Developments Limited,
- (c) that forthwith upon the earlier of the completion or abandonment of any sale, the seller shall file a certificate signed by Ronald A. Brimacombe on behalf of 231380 Holdings Ltd. as at a date not more than twenty-four hours prior to its filing, stating:

"The undersigned hereby represents that at no time during the period commencing on the date of its notice of intention to and including the date of this certificate, did it have have knowledge of any material change in the affairs of Yvanex Developments Limited which had not been generally disclosed and reported to the Ontario Securities Commission and at no time during the same period did it have knowledge of any other material adverse information in regard to the current and prospective operations of Yvanex Developments Limited which had not been generally disclosed."

THE CANADA TRUST COMPANY
THE CANADA TRUST COMPANY
INVESTMENT FUND, INCOME PART
THE CANADA TRUST COMPANY
INVESTMENT FUND, EQUITY PART

Whereas The Canada Trust Company has made an application to the Ontario Securities Commission ("the Commission") for an order pursuant to S.79(b)(ii) of The Securities Act, 1978, ("the Act") exempting in part The Canada Trust Company Investment Fund, Income Part, and The Canada Trust Company Investment Fund, Equity Part (the "Funds") from the requirements of Ss. 76(2) and 78 of the Act, the Director ordered, pursuant to S.79(b)(ii) of the Act, that the time for each of the Funds to file with the Commission and send to the holders of its securities an interim financial statement for the six month period ended 31st October, 1979, is extended to 31st January, 1980.

GALINEE MATTAGAMI MINES LIMITED

Whereas all trading in the securities of Galinee Mattagami Mines Limited is presently prohibited pursuant to a cease trading order dated 4th October, 1976;

And whereas application has been made to the Ontario Securities Commission to vary the said order to permit a transfer of shares consequent upon a corporate re-organization;

And whereas the proposed transferee has acknowledged that no further trading with respect to the said shares may be made under the terms of this order;

The Deputy Director ordered that the said cease trading order is varied to permit the transfer of 1,387,833 shares of Galinee Mattagami Mines Limited from Mattagami Lake Mines Limited to Noranda Mines Limited, provided that the said cease trading order shall continue in force in all other respects.

OUTSTANDING REQUESTS FOR COMMENTS

(NOTE: All non-confidential submissions are listed below and are available for inspection in the Public Search Area, 7th Floor, 10 Wellesley Street East, Toronto, M7A 2H7).

1. CALCULATION OF EARNINGS COVERAGE
AND ASSET COVERAGE IN PROSPECTUSES
OF JUNIOR-RANKING DEBT AND PREFERRED
SHARE ISSUES

Weekly Summary - 26th May, 1978.
(Original draft)

Weekly Summary - 19th January, 1979.
(Revised draft)

Comments closed - 2nd March, 1979.

No change to list of submissions
previously published.

2. INCENTIVE MANAGEMENT FEES

Weekly Summary - 2nd March, 1979.

Comments closed - 13th April, 1979.

No change to list of submissions
previously published.

3. PROSPECTUSES FOR SECURITIES
EVIDENCING AN INTEREST IN MULTIPLE
UNIT RESIDENTIAL BUILDINGS ("MURBs")

Weekly Summary - 11th May, 1979.
Comments closed - 6th July, 1979.

No change to list of submissions
previously published.

4. JUNIOR MINING EXPLORATION COMPANIES

Weekly Summary - 6th July, 1979.
Comments closed - 29th August, 1979.

- Salter, Apple, Cousland & Kerbel
- Strathy, Archibald & Seagram
- New Insko Mines Ltd.

5. DISCLOSURE OF DIRECTORS' AND OFFICERS'
REMUNERATION UNDER THE SECURITIES
ACT, 1978

Weekly Summary - 21st September, 1979.
Comments closed - 9th November, 1979.

- Dupont Canada Inc.
- The Canadian Manufacturers' Association
- Osler, Hoskin & Harcourt (L. D. Hebb)

6. COMMISSION RATE STRUCTURE OF
THE TORONTO STOCK EXCHANGE

Weekly Summary - 28th September, 1979.

Comments closed - 15th November, 1979.

- Mrs. R. K. Meggeson
- Wright Properties Limited
- The Mutual Life Assurance Company of Canada
- Sceptre Investment Counsel Limited
- Elliott & Page Limited

7. AMENDED NATIONAL POLICY NO. 28,
MUTUAL FUNDS: INVESTMENT RESTRICTIONS -
OPTIONS

Weekly Summary - 2nd November, 1979.

Comments closed - 21st December, 1979.

- Investors Syndicate Limited

8. EXEMPTIONS FROM INSIDER REPORTING
OBLIGATIONS UNDER THE SECURITIES
ACT, 1978

Weekly Summary - 23rd November, 1979.

Comments close - 4th January, 1980.

- Texasgulf Inc.

9. APPLICATION OF REQUIREMENTS OF THE
SECURITIES ACT, 1978, TO REPORTING
ISSUERS ORGANIZED OUTSIDE ONTARIO
(DRAFT ONTARIO POLICY 3-44)

Weekly Summary - 30th November, 1979.

Comments close - 11th January, 1980.

10. THE COMMODITY FUTURES ACT, 1978
SUITABILITY STANDARDS
TRADING IN CONTRACTS ENTERED INTO
ON OFFSHORE EXCHANGES

Weekly Summary - 7th December, 1979.
Comments close - 18th January, 1980.

11. DIRECTORS' REPORT

Weekly Summary - 7th December, 1979.
Comments close - 29th February, 1980.

12. PROPOSED CHANGE IN POLICY TO PERMIT
PUBLICATION OF OVER-THE-COUNTER
TRADING REPORTS FOR SOME NON REPORTING
ISSUERS

Weekly Summary - 14th December, 1979.
Comments close - 25th January, 1980.

13. DRAFT AMENDMENTS TO REGULATIONS
UNDER THE SECURITIES ACT, 1978

Weekly Summary - 14th December, 1979.
Comments close - 1st February, 1980.

FOOTNOTE:

The Commission recognizes that it may sometimes be necessary for persons making a written submission in response to a request for comments to request that it be treated as confidential. For example, it may contain sensitive statistical information. However, the Commission hopes that requests for confidentiality will be restricted, for example by including confidential information in a separate submission or schedule and limiting the request to that separate document. Further, the Commission wishes it understood that it will take into account the unwillingness of the person concerned to make a submission available for public debate in determining what weight should be attached to the arguments advanced. Of course, other considerations may apply where the submissions are made in connection with a disciplinary or other proceeding of a quasi-judicial nature.

PROSPECTUSES

CANADIAN ANAESTHETISTS' MUTUAL ACCUMULATING FUND LIMITED

Receipt issued December 13, 1979 for final prospectus dated December 13, 1979 qualifying Class A shares to be offered to the public at net asset value.

Distributor - The Canadian Anaesthetists' Mutual
Accumulating Fund Limited

DOVERCLIFF MINERALS LTD.

Receipt issued December 21, 1979 for final prospectus dated December 17, 1979 qualifying 300,000 common shares to be offered to the public at 70¢ per share, to net the company \$105,000.

There is also a secondary offering of 100,000 shares to be offered, after the underwritten shares have been sold, at prices in the range of \$1.10 to \$1.20. Proceeds from the secondary offering will accrue to the underwriters and not the company.

Underwriters: Gordon-Daly Grenadier Limited
E. A. Manning Limited

THE MARLBOROUGH FUND

Receipt issued December 14, 1979 for final prospectus dated November 30, 1979 qualifying mutual fund shares to be offered at net asset value plus an acquisition charge.

Distributors - Registered securities dealers

MARMAC RESOURCES LIMITED

Receipt issued December 18, 1979 for final prospectus dated December 17, 1979 qualifying 350,000 common shares to be offered to the public at 70¢ per share, to net the company \$122,500.

There is also a secondary offering of 100,000 shares by the Underwriter to be offered to the public at a price ranging from \$1.00 to \$1.20. The secondary shares will be offered only after the underwritten shares have been sold and paid for. The proceeds from the secondary shares will accrue to the Underwriter and not the company.

Underwriter: MARCHMENT & MACKAY

"NEVER TRUST AN HONEST THIEF"

Final receipt issued December 13, 1979 for a prospectus dated December 12, 1979 qualifying a secondary issue of 412 units of undivided ownership in the feature length motion picture film currently entitled "Never Trust an Honest Thief". Price per unit is \$5,000. The selling unitholders are the selling agent and Westfront Productions Inc., the producer of the film.

Selling Agent - Wood Gundy Limited

POCO PETROLEUMS LTD.

Final receipt issued December 17, 1979 for prospectus dated December 12, 1979 offering 1,000,000 Common Shares at a price to the public of \$2.50 per share to net the company an aggregate of \$2,337,500.

Underwriter: Walwyn Stodgell Cochran Murray Limited

RANCHMEN'S RESOURCES (1979) LTD.

Preliminary prospectus dated September 27, 1979 withdrawn at the request of the Company.

SAVINGS AND INVESTMENT CORPORATION MUTUAL FUND OF CANADA LTD.

Final Receipt issued December 7, 1979 for prospectus dated November 16, 1979 qualifying the sale of mutual fund shares at the net asset value per share plus a commission.

Distributors: Savings and Investment Services Ltd.
Savings and Investment Trust

SILVER CREEK - CEDARWOOD PARTNERSHIP

Final receipt issued December 13, 1979 for prospectus dated December 7, 1979 offering 350 units of partnership interest in Silver Creek - Cedarwood Partnership, a limited partnership, at the subscription price of \$10,000 per unit to net the limited partnership an aggregate of \$3,255,000.

Agent: A. E. Ames & Co. Limited

TRAPPER RESOURCES LTD.

Receipt issued December 17, 1979 for a prospectus dated December 12, 1979 qualifying the distribution of 5,000,000 common shares of Trapper Resources Ltd. at a price of \$2.35 of which 465,000 will be sold for the company's account to produce net proceeds of \$1,092,750. The balance of 35,000 shares will be sold for the account of the underwriter in lieu of underwriter's commission.

Underwriter - Walwyn, Stodgell, Cochran, Murray Limited

RIGHTS OFFERING

THE GOLDFIELD CORPORATION

Material relating to a rights offering of one share of common stock for \$1.12 and two rights, has been received by and is acceptable to the Commission.

RELEASES FROM ESCROW

REAL TIME DATAPRO LTD.

The Commission has consented to the prorata release of 270,000 shares held in escrow by Canada Permanent Trust Company.

YVANEX DEVELOPMENTS LIMITED

The Commission has consented to release 562,500 shares held in escrow by Montreal Trust Company, such shares to be released on a pro rata basis to the present holders.

TRANSFER WITHIN ESCROW

<u>Company</u>	<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Milner Consolidated Silver Mines Limited	Ernest Gallo	Agnico-Eagle Mines Limited	112,500
"	Donald Williamson	"	112,500
"	James A. Mortson	"	60,000
"	Joseph De Felice	"	56,250
"	Gustav Shartner	"	120,000

- PART B -

THE MATERIAL IN PART B IS PUBLISHED AS A CONVENIENCE AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COMMISSION WITH REGARD TO THE FACTS THEREIN

PRELIMINARY PROSPECTUSES RECEIVED

DECEMBER 14th, 1979

SULPETRO LIMITED

NATIONAL ISSUE - ALBERTA

OFFERING CUMULATIVE REDEEMABLE CONVERTIBLE FIRST PREFERRED SHARES, SERIES A (PAR VALUE \$20 EACH).

UNDERWRITERS: RICHARDSON SECURITIES OF CANADA
MIDLAND DOHERTY LIMITED

AMENDMENTS RECEIVED

DECEMBER 14th, 1979

HEAD ON INVESTORS

AMENDMENT # 2 DATED DECEMBER 14th, 1979 TO PROSPECTUS DATED SEPTEMBER 10th, 1979 AS AMENDED BY AMENDED PROSPECTUS DATED SEPTEMBER 28th, 1979.

DECEMBER 18th, 1979

A CHANGE OF HABIT WILL DO IT

AMENDMENT # 1 DATED DECEMBER 11th, 1979 TO PROSPECTUS DATED OCTOBER 2nd, 1979.

DECEMBER 20th, 1979

AMERICAN GROWTH FUND

AMENDMENT # 1 DATED DECEMBER 19th, 1979 TO PROSPECTUS DATED APRIL 19th, 1979.

GROWTH EQUITY FUND LIMITED

AMENDMENT # 1 DATED DECEMBER 19th, 1979 TO PROSPECTUS DATED APRIL 19th, 1979.

CORPORATE INVESTORS STOCK FUND LIMITED

AMENDMENT # 1 DATED DECEMBER 19th, 1979 TO PROSPECTUS DATED APRIL 30th, 1979.

CANADIAN GAS AND ENERGY FUND LIMITED

AMENDMENT # 1 DATED DECEMBER 19th, 1979 TO PROSPECTUS DATED APRIL 30th, 1979.

CANADIAN SECURITY GROWTH FUND LIMITED

AMENDMENT # 1 DATED DECEMBER 19th, 1979 TO PROSPECTUS DATED
APRIL 30th, 1979.

AGF JAPAN FUND LIMITED

AMENDMENT # 1 DATED DECEMBER 19th, 1979 TO PROSPECTUS DATED
APRIL 30th, 1979.

PURSUANT TO THE ACT AND REGULATIONS, THE FOLLOWING REGISTRANTS HAVE GIVEN NOTICE THAT IN THEIR OPINION THEY HAVE CEASED DISTRIBUTION

CAMEL OIL & GAS LTD.

Notices received from a number of registrants.

CANADIAN OCCIDENTAL PETROLEUM LTD.

Notices received from a number of registrants.

CANADIAN UTILITIES LIMITED

Notices received from a number of registrants.

DRUMMOND McCALL INC.

Bell Gouinlock Limited	- December 12th, 1979
Gardiner, Watson Limited	- December 13th, 1979
McLeod Young Weir Limited	- December 12th, 1979

EMPIRE RESOURCE EXPLORATIONS LTD.

Gordon-Daly Grenadier Limited	- December 13th, 1979
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ENERGY & PRECIOUS METALS INC.

Gardiner, Watson Limited	- December 18th, 1979
A. E. Osler, Wills, Bickle Limited	- December 18th, 1979

PALOMA PETROLEUM LTD.

Merit Investment Corporation	- December 13th, 1979
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SIMCOE ERIE INVESTORS LIMITED

Bell Gouinlock Limited	- December 10th, 1979
Yorkton Securities Inc.	- December 12th, 1979

STROM RESOURCES LTD.

Notices received from a number of registrants.

TOTAL PETROLEUM (NORTH AMERICA) LTD.

Walwyn Stodgell Cochran Murray Limited	- December 14th, 1979
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TUNDRA GOLD MINES LIMITED

A. E. Osler, Wills, Bickle Limited	- December 18th, 1979
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TURBO RESOURCES LIMITED

McLeod Young Weir Limited	- December 11th, 1979
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MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

- A ANNUAL FINANCIAL STATEMENTS
- B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
- C INTERIM FINANCIAL STATEMENTS
- D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
- E OTHER REPORTS
- F REPORT OF MATERIAL CHANGE (FORM 27)

AGT DATA SYSTEMS LIMITED	E
AGASSIZ RESOURCES LTD.	E
AGRA INDUSTRIES LIMITED	E
ALBERTA GAS TRUNK LINE COMPANY LIMITED	E
ALCAN ALUMINIUM LIMITED	E
AMERICAN EXPRESS COMPANY	E
AMERIC MINES LIMITED	C
ANGLO UNITED DEVELOPMENT CORPORATION	E F
ASBESTOS CORPORATION LIMITED	E
ASSOCIATED RECREATION CORP.	E F
ATLANTIC RICHFIELD COMPANY	E
BBC REALTY INVESTORS	E
B.C. SUGAR REFINERY LIMITED	C
BANKENO MINES LIMITED	E
BANK OF BRITISH COLUMBIA	A
BANK OF MONTREAL	C
BAR RESOURCES LIMITED	E
BARYMIN EXPLORATIONS LIMITED	E
BAY MILLS LIMITED	C
THE BECKER MILK COMPANY LIMITED	C
BELL CANADA	C
BILTMORE INDUSTRIES LIMITED	C
BLYTHWOOD MINING LIMITED	C
BRINCO LIMITED	F
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	E
BRITISH PETROLEUM COMPANY LIMITED	E
BUSHNELL COMMUNICATIONS LIMITED	E
CANADIAN CABLESYSTEMS LIMITED	E
CANADIAN CORPORATE MANAGEMENT COMPANY LIMITED	E
CANADIAN GENERAL ELECTRIC COMPANY LIMITED	E
CANADIAN MARCONI COMPANY	E

CANADIAN OCCIDENTAL PETROLEUM LTD.	E F
CANADIAN PACIFIC INVESTMENTS LIMITED	E
CANADIAN PACIFIC LIMITED	E
CARMA DEVELOPERS LTD.	E
CAROLIN MINES LTD.	E
CENEX LIMITED	E
CESSLAND CORPORATION LIMITED	C
CHANCELLOR ENERGY RESOURCES INC.	F
A CHANGE OF HABIT WILL DO IT	E
CHEROKEE RESOURCES LIMITED	C
CHEVRON STANDARD LIMITED	E
CHIB-KAYRAND COPPER MINES LIMITED	E
CLAIBORNE INDUSTRIES LIMITED	E
CLAREVIEW GARDENS APARTMENT PROJECT	E
COCKFIELD BROWN INC.	E
COLES BOOK STORES LIMITED	E
COMMERCIAL OIL AND GAS LTD.	E
CONSOLIDATED-BATHURST INC.	E
CONSOLIDATED REXSPAR MINERALS & CHEMICALS LTD.	E
CONSUMERS GAS COMPANY	E
THE CONTINENTAL GROUP INC.	C
N. B. COOK CORPORATION LTD.	F
COPCONDA RESOURCES INC.	E
COPP CLARK LIMITED	F
COSEKA RESOURCES LIMITED	E
CRAIGMONT MINES LIMITED	B
CRUSH INTERNATIONAL LIMITED	C
CYCLONE RESOURCE EXPLORATIONS LIMITED	C
CYGNUS CORPORATION LIMITED	F
CYMBAL EXPLORATIONS INC.	E
CZAR RESOURCES LTD.	E
DALMYS (CANADA) LIMITED	E
DANIEL DIVERSIFIED LIMITED	E
DAON DEVELOPMENT CORPORATION	E
DAVIS DISTRIBUTING LIMITED	A B
DICKENSON MINES LIMITED	C
DISTRICT TRUST COMPANY	E
DOMINION BOND RATING SERVICE LTD.	E
DOMINION BRIDGE COMPANY LIMITED	E
DOMTAR LIMITED	E
EASTLUN GOLD MINES LIMITED	A B
FIRST CITY FINANCIAL CORPORATION LTD.	C
FIRST CITY TRUST COMPANY	E
FORD MOTOR COMPANY	C
THE FORUM PRESENTS	E
FRANCANA OIL & GAS LTD.	C E

G.V.T. FOODS LIMITED	C
GENERAL DISTRIBUTORS OF CANADA LTD.	C
GENSTAR LIMITED	E
GESCO DISTRIBUTING LIMITED	E
GROUNDSTAR RESOURCES LTD.	C
GUARDIAN CAPITAL GROUP LIMITED	E
GULF CANADA LIMITED	E
GULFSTREAM RESOURCES CANADA LIMITED	E
THE HAMILTON GROUP LIMITED	C
HARDING CARPETS LIMITED	E
HARLEQUIN ENTERPRISES LIMITED	E
HAYES-DANA INC.	E
HECATE GOLD CORP.	C
HOME OIL COMPANY LIMITED	E
HOUSE OF BRAEMORE FURNITURE LIMITED	E
HUDSON'S BAY OIL AND GAS LIMITED	E
HUSKY OIL LIMITED	E
IU INTERNATIONAL CORPORATION	E
IMPERIAL GENERAL PROPERTIES LIMITED	E
IMPERIAL OIL LIMITED	E
INTERNATIONAL TELEPHONE AND TELEGRAPH CORPORATION	C
IRWIN TOY LIMITED	C E
KAM-KOTIA MINES LIMITED	C E
KENARTHA OIL AND GAS COMPANY LIMITED	C
KERR ADDISON MINES LIMITED	E
JOHN LABATT LIMITED	F
LABRADOR MINING AND EXPLORATION COMPANY LIMITED	E F
LAIDLAW TRANSPORTATION LIMITED	A B E
LAKE SHORE MINES, LIMITED	C
LAWSON & JONES LIMITED	B
LAVA CAP RESOURCES LTD.	E F
LES MINES EST-MALARTIC LTEE	E
LES TERRAINS AURIFERES MALARTIC (QUEBEC) LIMITEE	C
LITTLE LONG LAC GOLD MINES LIMITED	C E
LOCHIEL EXPLORATION LTD.	E
MICC INVESTMENTS LTD.	E
MACMILLAN BLOEDEL LIMITED	E
MAJESTIC WILEY CONTRACTORS LIMITED	E
MARKEL FINANCIAL HOLDINGS LIMITED	C E
MARKS & SPENCER CANADA INC.	C

MASSEY FERGUSON FINANCE COMPANY	E
OF CANADA LIMITED	
MASSEY-FERGUSON LIMITED	E
MCINTYRE MINES LIMITED	E F
S. B. McLAUGHLIN ASSOCIATES	C E
LIMITED	
MERIDAN CONCEPTS LTD.	E
MERIT INVESTMENTS CORP.	E
MID INDUSTRIES INC.	E
MOFFAT COMMUNICATIONS LIMITED	B
MOLSON COMPANIES LIMITED	E
MONARCH INVESTMENTS LIMITED	E
MOUNTAIN STATES RESOURCES	A B
LTD.	
MOUNT JAMIE MINES (QUEBEC)	E
LIMITED	
NATIONAL BANK OF CANADA	A
NATIONAL TRUST COMPANY	E
LIMITED	
NATRUSCO COMMON SHARE FUND	A B
LIMITED	
NEW DOMINION RESOURCES LIMITED	B
NEW KELORE MINES LIMITED	A B E
NORCEN ENERGY RESOURCES LTD.	E
NORSEMAN MINES LIMITED	C
NOVA BEAUCAGE MINES LIMITED	C
NU-WEST DEVELOPMENT	E
CORPORATION LTD.	
OLD CANADA INVESTMENT	C
CORPORATION LIMITED	
OPAWICA EXPLORATIONS INC.	A
OROFINO MINES LIMITED	E
OSHAWA GROUP LIMITED	E
OXFORD DEVELOPMENT GROUP LTD.	E
PCL INDUSTRIES LIMITED	E
PACIFIC COPPER MINES LTD.	A B
THE PALACE PRESENTS	E
PANCANA INDUSTRIES LTD.	E
H. PAULIN AND COMPANY LTD.	E
PEDLAR INDUSTRIAL INC.	E
PELICAN MINES LIMITED	A B
PEMBERTON SECURITIES LIMITED	E
PENSEC EXPLORATIONS INC.	A B
PENSION MUTUAL FUND LIMITED	E
PETRO-SUN INC.	E
PHILLIPS CABLES LIMITED	E
PHOTO ENGRAVERS &	C
ELECTROTYPERS LIMITED	
POMINEX LTD.	C
POP SHOPPES INTERNATIONAL INC.	C
PORTFIELD PETROLEUMS LIMITED	A B
PREMIER CABLEVISION LIMITED	A B
PROVIDENT STOCK FUND LTD.	A B
PROVIGO INC.	E
PRECAMBRIAN SHIELD RESOURCES	E F
LIMITED	

RAM PETROLEUMS LIMITED	E
RANCHMENS RESOURCES (1976) LTD.	E
RANGER OIL (CANADA) LTD.	E
REDPATH INDUSTRIES LIMITED	E
REED PAPER LTD.	E
REED STENHOUSE COMPANIES LIMITED	E F
REITMANS (CANADA) LIMITED	C
RENABIE MINES LIMITED	E
RIO ALGOM LIMITED	E
ROCKWELL INTERNATIONAL CORPORATION	A
ROMAN CORPORATION LIMITED	C
RONALDS-FEDERATED LIMITED	C
ROTHMANS OF PALL MALL CANADA LIMITED	E
ROYNAT LTD.	C
HUGH RUSSEL INC.	E
ST. JOE MINERALS CORPORATION	E
SASKURAN EXPLORATIONS INC.	E
SCEPTRE RESOURCES LIMITED	C E
SCOTT-LA SALLE LTD.	E
SCOTT'S RESTAURANTS CO. LIMITED	E
SHELL CANADA LIMITED	E
SILKNIT LIMITED	C
SILVANA MINES INC.	C
SILVER LEADER MINES LIMITED	C
SIMCOE ERIE INVESTORS LIMITED	E
SIMPSON'S ACCEPTANCE COMPANY LIMITED	C
SKYLINE HOTELS LIMITED	C
SKYE RESOURCES LTD.	E
STANDARD BROADCASTING CORPORATION LIMITED	E
STERISYSTEMS LTD.	C
SULPETRO LIMITED	E
SUNCOR INC.	E
SWANSEA GOLD MINES INC.	B
TECK CORPORATION	E F
TECUMSEH GAS STORAGE LIMITED	C
TELE-CAPITAL LTD.	E
TELE-METROPOLE INC.	E
TEXACO CANADA INC.	E
TEXACO INC.	C
TEXASGULF INC.	E
THOMSON NEWSPAPERS LIMITED	E
TRANS MOUNTAIN PIPE LINE COMPANY	E
TRECO INC.	F
TRUST GENERAL DU CANADA	E

UNICOL COLLECTION AGENCIES LIMITED	E
UNICORP FINANCIAL CORPORATION	E
UNION GAS LIMITED	E
UNITED ASBESTOS INC.	C
UNITED CANADIAN SHARES LIMITED	E
UTILITIES & FUNDING CORPORATION LIMITED	A B
VGM TRUSTCO LIMITED	E
VS SERVICES LTD.	E
VICTORIA GREY METRO TRUST CO.	E
WAINOCO OIL CORPORATION	C
HIRAM-WALKER-GOODERHAM & WORTS LIMITED	F
WALL & REDEKOP CORPORATION	E
WESTCOAST PETROLEUM LTD.	E
WESTCOAST TRANSMISSION COMPANY LIMITED	E
WESTERN MINES LIMITED	E F
WILROY MINES LIMITED	C E
WOODWARD STORES LIMITED	C
WORLDWIDE ENERGY CORPORATION	E
WRIGHT-HARGREAVES MINES LIMITED	C E
XANADU FUND LIMITED	E
ZAPATA CORPORATION	E
ZELLER'S LIMITED	C

REPORTS OF TRADES SUBMITTED ON FORMS 11 AND 12 UNDER THE SECURITIES ACT 1970
REPORTS OF TRADES SUBMITTED ON FORM 19 UNDER THE SECURITIES ACT 1978

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 15, 1979	Bunker Exploration Company	Lava Cap Resources Ltd. - Common Shares	\$ 4.00	50,000 shrs
Dec. 14, 1979	T.R.L. Investments Limited	Unicorp Financial Corporation - Convertible Preference Shares Series A and Options to acquire Class A Shares	20.00	26,250 "
" "	Latner Family Investments Limited	"	20.00	10,000 "
" "	Jack Cole Investments Limited	"	20.00	5,000 "
Dec. 6, 1979	Northgate Exploration Limited	Anglo United Development Corporation Limited - Common Shares	3.32	240,000 "
Nov. 30, 1979	Dr. Denis M Falvey	Welland Woods - Units	30,921.42	2 units
" "	Dr. Denis Cy MacIsaac	"	30,921.42	5 "
" "	Dr. Hamilton Hall	"	30,921.42	3 "
" "	William MacGillivray	"	30,921.42	5 "
" "	William Ainslay	"	30,921.42	6 "
" "	Dr. Ken Watson	"	30,921.42	4 "

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Nov. 30, 1979	Dr. Bruce Henry	Welland Woods - Units	\$30,921.42	4 units
" "	Dr. David Simmonds	"	30,921.42	4 "
" "	Dr. Calvin Himel	"	30,921.42	3 "
" "	Dr. W. W. Kettle	"	30,921.42	2 "
" "	Dr. Robert Gillan	"	30,921.42	4 "
" "	Dr. Rudy Toews	"	30,921.42	3 "
" "	Layne Boivin	"	30,921.42	3 "
" "	T. Ramon Isaacs	"	30,921.42	1 "
Dec. 14, 1979	Philip Wade	Lankin Woods - Units	32,740.00	4 "
" "	Ross Simms	"	32,740.00	1 "
" "	Marjorie Moore	"	32,740.00	2 "
" "	Michael Cove	"	32,740.00	4 "
" "	Jim Shortt	"	32,740.00	3 "
" "	Jacques Laquerre	"	32,740.00	7 "
" "	Gary Blake	"	32,740.00	3 "
" "	Gary Austman	"	32,740.00	2 "
" "	Dr. Hayward	"	32,740.00	1 "
" "	Brain Kruk	"	32,740.00	1 "

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Dec. 14, 1979	Michel Bessette	Lankin Woods - Units	\$32,740.00	3 units
" "	Howard Reed	"	32,740.00	2 "
" "	Guy Domoulin	"	32,740.00	3 "
" "	Pierre Rodrique	"	32,740.00	4 "
" "	Alain Ouimet	"	32,740.00	3 "
" "	M. Wadim Ansari	"	32,740.00	1 "
Dec. 6, 1979	Peter K. Powell	Summer Series Television Productions Inc. - Units	6,000.00	3 "
" "	John R. Ross	"	6,000.00	1 "
" "	Anthony G. Miller	"	6,000.00	8 "
" "	Harold M. Turner Jr.	"	6,000.00	8 "
" "	Carl B. Haller	"	6,000.00	1 "
" "	Film Trust Securities of Canada Limited	"	6,000.00	3 "
" "	Donald F. Carrothers	"	6,000.00	1 "
Nov. 30, 1979	Strager Securities Limited	Leitch Transport Ltd. - Non-voting Cumulative Redeemable Second Preferred Shares Series "C"	100.00	14,000 shrs
Dec. 4, 1979	Stephen R. Sharpe	Liberty Petroleum Inc. - Units (Consisting of one Common Share with Series "A" Warrant attached)	2.50	10,000 units

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Dec. 4, 1979	A. George Dragone	Liberty Petroleum Inc. - Units (Consisting of one Common Share with Series "A" Warrant attached)	2.50	20,000 units
" "	John Gairdner	"	2.50	20,000
" "	Ron W. Cairns	"	2.50	20,000
" "	Bryan Benitz	"	2.50	10,000
" "	Yendor Investments Ltd.	"	2.50	10,000
" "	Alexander D. R. Reid	"	2.50	10,000
" "	Courtney Bracken	"	2.50	40,000
Dec. 14, 1979	Cascade Development Corporation Ltd.	First Calgary Petroleum Ltd. - \$100. par value 8½% Series A Preferred Shares Convertible into 400,000 Common no par value shares until July 1, 1982 accompanied by warrants to purchase 500,000 treasury shares at \$2. per share until July 1, 1981	100.00	10,000 shrs
" "	The Great-West Life Assurance Company	Abitibi-Price Inc. - 10.15% Sinking Fund Debentures Series H	5,000,000.00	\$5,000,000.00
" "	The National Life and Accident Insurance	"	2,000,000.00	2,000,000.00

FORMS 11 AND 19 SCHEDULE 1 AND 2

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Dec. 14, 1979	The Franklin Life Insurance Company	Abitibi-Price Inc. - 10.15% Sinking Fund Debentures Series H	\$1,250,000.00	\$1,250,000.00
"	Guardsman Life Insurance Company	"	500,000.00	500,000.00
"	The Mutual Life Insurance Company of New York	"	150,000.00	150,000.00
"	The Franklin United Life Insurance Company	"	250,000.00	250,000.00
"	Tennessee Consolidated Retirement System	"	3,500,000.00	3,500,000.00
Dec. 4, 1979	Security Trading Limited	Pivot Petroleum Limited - Units, each unit consists of 50,000 Class A Common Shares and the right to earn up to 95 Class B Common Shares	100,000.00	10 units
"	Walwyn Stodgell Cochran Murray Limited	"	100,000.00	2 "
Dec. 20, 1979	Compagnie Francaise Des Petroles	Total Petroleum (North America) Ltd. - \$2.88 Cumulative Redeemable Convertible Preferred Shares	5,000,000.00	1,400,000 shrs
Dec. 11, 1979	A. C. A. Howe	Laurasia Resources Limited - Common Shares	.05	200,000 "

FORMS 12 AND FORM 19 SCHEDULE 3 - RESALE OF SECURITIES

<u>Date of Resale</u>	<u>Date of Original Purchase</u>	<u>Seller</u>	<u>Security</u>	<u>Price</u>	<u>Amount</u>
Oct. 24, 1979	Apr. 23, 1979	Nautical Investments Limited	Goldlund Mines Limited - Common Shares	\$2.00	80,000 shrs
Nov. 20 - Nov. 27, 1979	Jan. 10, 1979	Great Northern Financial Corp.	Westgrowth Petroleum Limited - Common Shares	3.39	10,400 "

NOTICE

RE: Change of Auditor of a Reporting Issuer

The Canadian Securities Administrators, concerned with improving disclosure relating to changes in auditors as well as with enhancing the independence of auditors, have agreed to issue a National Policy Statement requiring that any change in the auditor of a reporting issuer be subject to disclosure requirements in addition to those presently applicable. A draft of the policy statement was published for comments in the Bulletin for the week ending June 19, 1979 and the statement as adopted is revised to reflect many of the comments received.

The administrators believe that, in view of the responsibility of the reporting issuer for the preparation and presentation of its financial statements, the reporting issuer should disclose, in the best interest of investors, information related to the change of auditor specifying any disagreements which occurred between the auditor and the reporting issuer and related to any matter of audit scope or procedure, or any matter of accounting principles or practices or financial statement disclosure not resolved to the satisfaction of the auditor.

The auditor whose appointment is or is proposed to be terminated is also being given the opportunity to state his agreement or disagreement with the information disclosed by the reporting issuer, by way of a letter to be attached as an exhibit to the notice distributed and published by the reporting issuer.

(63)

NATIONAL POLICY

NUMBER 31

CHANGE OF AUDITOR OF A REPORTING ISSUER

This Policy does not in any way affect any rights or obligations under the incorporating statutes.

1. If

(a) a reporting issuer receives notification from its auditor of his resignation or declination to stand for reappointment, or

(b) there is a proposal made to remove from office the auditor of a reporting issuer either during or on the expiry of his term of office,

the reporting issuer must, within thirty days of such notification or proposal, distribute and publish a notice to that effect, which notice shall be included in the information circular or proxy circular accompanying the notice of any meeting of shareholders at which action is to be taken concerning either the removal of the auditor or the appointment of another in his place. The notice must be accompanied by the letter referred to in paragraph 5.

2. The notice must be:

(a) sent to the Administrators in each province where it is a reporting issuer;

(b) sent to the auditor whose appointment is or is proposed to be terminated; and

- (c) contained in a release to the appropriate public information media in each of the relevant provinces, if there is any reportable disagreements (as defined in paragraph 4) in the view of the reporting issuer or of the outgoing auditor.

3. The notice must include the following information:

- (a) the effective date of the auditor's resignation or declination to stand for reappointment, or the date on which it is proposed that the auditor be removed from office;
- (b) either:
 - (i) a description of any reportable disagreements and the impact of the choice or decision which was the subject matter of the disagreements, if reasonably determinable or quantifiable, on the net profits or losses and financial position of the reporting issuer; or
 - (ii) a statement that there have been none;
- (c) either:
 - (i) a description of the nature of:
 - (I) any adverse or qualified opinion or denial of opinion contained in the auditor's reports on the annual financial statements for the two fiscal years preceding the date of the notice; and
 - (II) any similar reservation contained in any auditor's report or comments on interim financial

information for any subsequent period preceding the date of the notice; or

(ii) a statement that there have been none; and

(d) if the reporting issuer has an audit committee, a statement whether the proposal to change the auditor was approved by the reporting issuer's audit committee, or whether the removal is proposed to be made contrary to the audit committee recommendation.

4. Reportable disagreements are those that:

(a) occurred in connection with:

(i) the audits of the two most recent fiscal years; and

(ii) any subsequent period preceding the date of the notice;

(b) occurred at the decision-making level, i.e., represented disagreements between personnel of the reporting issuer responsible for presentation of its financial statements and personnel of the accounting firm responsible for authorizing issuance of reports and comments with respect to the reporting issuer;

(c) related to any matter of audit scope or procedure, or any matter of accounting principles or practices or financial statements disclosure; and

(d) either

(i) caused the auditor to refer to the matter in his

report on the audited financial statements or in his comments on the unaudited interim financial information; or

- (ii) would have caused the auditor, if he had completed his term of office, to make such a reference in his report or comments.

5. The reporting issuer shall request the auditor, whose appointment is or is proposed to be terminated, to furnish the reporting issuer, within fifteen days, a letter addressed to the Securities Commission stating his agreement or disagreement with the information contained in the notice to be distributed and published by the reporting issuer and, in the event of disagreement, specifying his reasons. The auditor's letter shall accompany the notice to be distributed and published by the reporting issuer as an exhibit thereto.

6. This Policy Statement applies mutatis mutandis to a change of auditor of a significant subsidiary of a reporting issuer. For the purposes of this Policy Statement, "significant subsidiary" means a subsidiary or a subsidiary and its subsidiaries, which meet any of the following conditions based on the most recent annual financial statements, including consolidated financial statements, of such subsidiary and the most recent annual consolidated financial statements of the reporting issuer:

- (a) the parent's proportionate share of total assets of its subsidiary exceeds 10% of consolidated assets; or

- (b) the parent's proportionate share of total sales and revenues of its subsidiary exceeds 10% of consolidated sales and revenues.

This Policy Statement does not apply to a change of auditor of a subsidiary of a reporting issuer when the auditor of such subsidiary is or is proposed to be replaced by the auditor of its parent.

- 7. This Policy Statement does not apply to a change of auditor when such a change is required by statute.
- 8. When the reporting issuer is subject to a corresponding requirement of the Securities and Exchange Commission in the United States, compliance with such corresponding requirement shall be deemed to be compliance with this Policy Statement, provided the information pertaining to the change of auditor that is required to be filed in any document with the Securities and Exchange Commission in the United States is, at the same time, distributed and published as required by this Policy Statement.
- 9. This Policy Statement is effective for changes of auditors announced after December 31, 1979.

REGULATION OF FINANCIAL FUTURES CONTRACTS

Both The Toronto Stock Exchange and The Winnipeg Commodity Exchange have advised the Commission that they are planning the introduction of trading markets for futures contracts in debt instruments issued by the Government of Canada. These markets will be designed primarily to provide hedgers and speculators with the opportunity to make transactions whose profitability will be determined by fluctuations in the yield on Government of Canada debt instruments.

The Commission has received a briefing paper from the T.S.E. and has had the benefit of discussions with representatives of the W.C.E. concerning the proposals of the two Exchanges. However, the Commission has not considered their proposals in sufficient detail to determine whether it is prepared to grant the requisite approvals to permit the operation of the T.S.E.'s trading market, or to permit the sale of the W.C.E.'s contracts through Ontario registrants. This request for comments relates only to the question of whether The Securities Act or The Commodity Futures Act should regulate these contracts for Ontario purposes.

Government of Canada debt instruments are exempt from the prospectus filing requirements of The Securities Act. However, in the view of the Commission, the proposed futures contracts would give rise to the application of the prospectus requirements and would be regulated under The Securities Act unless they fall within the definition of "commodity futures contract" in The Commodity Futures Act. That definition will apply only if the underlying instruments are designated by the regulations as commodities. Debt instruments issued by the Government of the United States have already been so designated.

Both the T.S.E. and the W.C.E. have requested the Commission to recommend the adoption of a regulation treating treasury bills, bonds and other evidences of indebtedness of the Government of Canada as commodities for purposes of The Commodity Futures Act. The Commission has decided that it is appropriate to proceed now with consideration of these requests although full analysis of the proposed financial futures markets has yet to take place. Accordingly, the Commission would appreciate comments on the revision of item 2 of section 2 of the regulations under The Commodity Futures Act, 1978 so that it will refer to "treasury bills, bonds and other evidences of indebtedness of the Government of Canada and of the Government of the United States of America".

Those interested in commenting on this proposal can obtain copies of the T.S.E.'s briefing paper and other relevant background material from the Secretary of the TSE. Written comments should be supplied to the Secretary of the Commission on or before February 8, 1980; comments will be made available for public inspection unless confidentiality is specifically requested.



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